

**इंजीनियर्स
इंडिया लिमिटेड**
(भारत सरकार का उपक्रम)



**ENGINEERS
INDIA LIMITED**
(A Govt of India Undertaking)

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाऊस/Engineers India House
1, भीकाजी कामा प्लेस/Bhikaji Cama Place, नई दिल्ली/New Delhi – 110066
सीआईएन/CIN : L74899DL1965GOI004352

COMPANY SECRETARIAT
कम्पनी सचिवालय

सं.सचिव /No. Secy/906/9/10

20th September, 2017

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 023

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East), Mumbai-400051

विषय: 52^{वीं} वार्षिक आम बैठक की कार्यवाही

Sub: Proceedings of 52nd Annual General Meeting

प्रिय महोदय/महोदया
Dear Sir/Madam,

Kindly note that 52nd Annual General Meeting of the Company was held on Tuesday, 19th September, 2017 and the businesses mentioned in the Notice dated 4th August, 2017 were transacted therein.

In this regard, please find enclosed herewith summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

उपरोक्त कृपया आपकी जानकारी एवं रिकॉर्ड के लिए है।
The above is for your information and records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,

राजन कपूर/Rajan Kapur

कंपनी सचिव/Company Secretary

संलग्नक : यथोक्त /Encl: As above

Phone / दूरभाष : 26100258
26762855

फैक्स/ Fax: 26191690
ईमेल/ e-mail: company.secretary@eil.co.in
वेबसाइट/website: <http://www.engineersindia.com>



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सीआईएन/CIN: L74899DL1965GOI004352

PROCEEDINGS OF 52nd ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED.

The 52nd Annual General Meeting of the Members of the Engineers India Limited was held on Tuesday, the 19th day of September, 2017 at 3.00 p.m. at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana).

Shri Sanjay Gupta, Chairman & Managing Director and Addl. Charge-Director (Finance) chaired the Meeting. The Company Secretary confirmed that quorum is present. 20841 Members, in person or through proxy, representing 343029813 shares (42 proxies representing 565 shares), marked their attendance. These included the nominee of the President of India holding 54.17% of Shares of the Company. After declaring the quorum to be present, the Chairman called the Meeting to be in order. He then welcomed all the Members to the 52nd Annual General Meeting of the Company and introduced the Directors, Nominee of the President of India on the dias, Auditors and Scrutinizer physically present in the meeting.

With the consent of the Members present, Notice dated 4th August, 2017 convening the meeting together with the Audited Financial Statements, Directors' Report, etc., the copies of which were sent to the Members, were taken as read.

The Chairman delivered his speech, copies of which had been circulated amongst the members present at the meeting. During his speech, he covered the overview of the following areas:

- Economic Environment and Outlook
- EIL's Performance Highlights
- Business Highlights
- Operational Highlights
- Research & Development
- Human Capital
- Health, Safety & Environment (HSE)
- Sustainability
- Accolades and Awards
- Corporate Social Responsibility
- Make in India
- Corporate Governance

As directed by the Chairman, the Company Secretary read out the Independent Auditors' Reports and Comments of Comptroller & Auditor General of India on Annual Accounts of the Company for the financial year 2016-2017 (Standalone and Consolidated). He also read out the Auditors' Report on the Corporate Governance

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Report & Secretarial Audit Report along with Management's replies thereon for the Financial Year 2016-17. It was agreed that the Annexures to the Auditors' Reports would be taken as read.

The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the remote e-Voting facility to its members to exercise their vote for the items to be transacted at the said Annual General Meeting. The shareholders holding shares as on cut-off date i.e. 12.09.2017 were entitled to vote on the proposed resolutions of this Annual General Meeting. The remote e-Voting period remained open from 15.09.2017 (9.30 a.m., IST) to 18.09.2017 (5.00 p.m., IST) (both days inclusive). The Chairman then informed the members that in order to provide similar voting rights to the members present in person and through proxies, opportunity to vote would be provided in proportion to the shares held by members as on the cut-off date i.e. 12.09.2017. Those who had already casted their votes through e-Voting were advised not to vote again as per the statutory provisions.

The Chairman further informed the members that the Board of Directors have appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary as Scrutinizer for scrutinizing the remote e-Voting process and also the process of voting through Ballot papers at the Annual General Meeting.

The Chairman thereafter took up the business as stated in the Notice of AGM dated 4th August, 2017. He explained the objective and implications, if any, of the resolutions enlisted in the AGM Notice. The Company Secretary read out all the 8 resolutions proposed to be passed at the meeting. These resolutions were put to vote by Ballot process. The Company Secretary briefly informed the Ballot process. The Chairman then requested members to participate in the Voting through Ballot Papers in respect of all the 8 resolutions and requested Shri Santosh Kumar Pradhan, Scrutinizer for scrutinizing the process of voting through Ballot papers at the Annual General Meeting.

Shri Santosh Kumar Pradhan, Scrutinizer conducted the Voting process through Ballot Papers which included distribution of Ballot papers, displaying the two empty ballot boxes, locking of empty Ballot Boxes in the presence of members and proxies.

The Chairman then invited the members to raise queries, if any on the Annual Accounts 2016-17 and on the items covered in the Notice of the Meeting. The queries were then asked which were satisfied by the Chairman. Further, the members, in general, expressed their confidence on the Board of Directors and appreciated the Management and working of the Company.

Shri Santosh Kumar Pradhan, Scrutinizer took custody of the Ballot Boxes after ensuring that all the members and proxies participating in the voting through Ballot paper had casted their votes.

Thereafter, sharing the manner in which the results of voting would be compiled, the Chairman stated that the results of voting on each resolution would be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that on receipt of the Scrutinizer's report on the Voting conducted through Ballot Papers, the results of

voting would be declared on 20th September, 2017. The results to be declared for each resolution would indicate separately the votes through Ballot Papers and electronic voting and would be immediately intimated to the BSE and NSE. He further informed that the results would also be uploaded on the Company's website, Registrar and Share Transfer Agent's website and Notice Board of the Company at their Registered office with the respective reports of the scrutinizer for electronic voting and the Ballot paper voting.

The Chairman informed the members that requisite quorum was present throughout the meeting.

The proceedings concluded at 4.45 p.m. with Shri Rajan Kapur, Company Secretary proposing a vote of thanks.

The combined voting results has been submitted by the Scrutinizer to the C&MD, EIL who has declared the result of voting and accordingly details of the Resolutions passed at the 52nd Annual General Meeting of Engineers India Limited held on 19th day of September, 2017 are provided below:

ORDINARY BUSINESS:

Item No. 1 To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of Directors (along with the Annexures thereto) and Auditors thereon and the comments of the Comptroller and Auditor General of India, be and are hereby received, approved and adopted."

Item No. 2 To consider declaration of final Dividend on equity shares.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT Final dividend @ ₹ 0.50 per share (of the face value of ₹ 5/- each) of the Company as recommended by the Board of Directors for the financial year 2016-17 be and is hereby approved and declared."

Item No. 3 To appoint a Director in place of Shri Ajay Narayan Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for reappointment.

The following resolution was passed as an Ordinary Resolution with requisite majority.

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"RESOLVED THAT Shri Ajay Narayan Deshpande (DIN: 03435179), Director (Technical), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Technical) of the Company, liable to retire by rotation."

Item No. 4 To fix remuneration of Auditors for the financial year 2017-18.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of M/s Arun K. Agarwal & Associates, Chartered Accountants, who have been appointed as Statutory Auditors of the Company for the financial year 2017-2018 by the Comptroller and Auditor General of India."

SPECIAL BUSINESS:

Item No. 5 To appoint Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) of the Company.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vipin Chander Bhandari (DIN: 07550501), who was appointed as an Additional Director in the capacity of Director (HR) of the Company by the Board of Directors with effect from 26th August, 2016 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from Shri Vipin Chander Bhandari himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (HR) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 26th August, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

Item No. 6 To appoint Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) of the Company.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), Shri Rakesh Kumar Sabharwal (DIN: 07484946), who was appointed as an Additional Director in the capacity of Director (Commercial) of the Company by the Board of Directors with effect from 27th September, 2016 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from Shri Rakesh Kumar Sabharwal himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (Commercial) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 27th September, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

Item No. 7 To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent Director of the Company.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT in accordance with the provisions of Section 149, 152 read with Schedule (iv) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shazia Ilmi Malik (DIN: 07777804), who was appointed as an Additional Director (Non-official Part-time Independent) of the Company by the Board of Directors with effect from 27th March, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from Ms. Shazia Ilmi Malik herself in writing proposing her candidature for the office of Director, be and is hereby appointed as Non-official Part-time Independent Director of the Company, not liable to retire by rotation, and to hold office till 30.01.2020 or until further orders of the Government, whichever is earlier, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

Item No. 8 To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (Projects) of the Company.

The following resolution was passed as an Ordinary Resolution with requisite majority.

"RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force),



Shri Jagdish Chander Nakra (DIN: 07676468), who was appointed as an Additional Director in the capacity of Director (Projects) of the Company by the Board of Directors with effect from 12th April, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from Shri Jagdish Chander Nakra himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (Projects) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 12th April, 2017 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules notified thereunder and Secretarial Standards issued by ICSI.

Place: New Delhi
Date: 20th September, 2017


(Sanjay Gupta)
Chairman & Managing Director
and Addl. Charge-Director (Finance)

