

सं.सचिव /No. Secy/906/9/10

24th December, 2016

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: 15वीं असाधारण आम बैठक के मतदान परिणाम

Sub: Voting results of 15th Extraordinary General Meeting

प्रिय महोदय/महोदया

Dear Sir/Madam,

In continuation to our letter dated 28th November, 2016, 15th Extraordinary General Meeting of the Company was held on Friday, 23rd December, 2016 and the business mentioned in the Notice dated 22nd November, 2016 were transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-I.
2. Report of Scrutinizer dated 24th December, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 as Annexure-II.

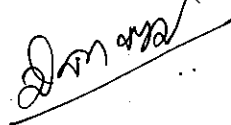
The voting results is also available on the website of the Company i.e. www.engineersindia.com and website of the Registrar and Share Transfer Agent i.e. <https://evoting.karvy.com>.

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

	ENGINEERS INDIA LIMITED
Date of the AGM/EGM	23-12-2016
Total number of shareholders on record date	148499
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	988
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY – Increase of Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting	198349925	100.0000	198349925		100.0000	0.0000			
	E-Voting		0		00	0	0.0000			0.0000
	Poll									0.0000
	Postal Ballot (if applicable)		0		00	0	0.0000			0.0000
Public- Institutions	Total			198349925		100		0	100	0
	E-Voting					74.8681		0	100.0000	0.0000
	Poll		0		00	0.0000		0	0.0000	0.0000
	Postal Ballot (if applicable)		0							
Public- Non Institutions	Total			71241221		74.8681		0	100	0
	E-Voting		24126		23756	0.0556		370	98.4663	1.5336
	Poll		60860		59473	0.1401		1387	97.7209	2.2790
	Postal Ballot (if applicable)		0					0	0.0000	0.0000
Total			84986		83229	0.1957		1757	97.9326	2.0674
Total			269676132		269674375	80.0376		1757	99.9993	0.0007

Resolution No.	2	SPECIAL- Amendment in Article 4 of Articles of Association of the Company regarding _x00D_ Share Capital									
Resolution required: (Ordinary/ Special)		Share Capital									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group		E-Voting	198349925	198349925	100.0000	198349925	0	100.0000	0.0000		
		Poll		0	0.0000	00	0	0.0000	0.0000		
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions		Total		198349925	100	198349925	0	100	0		
		E-Voting	95155633	71241221	74.8681	71241221	0	100.0000	0.0000		
		Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
		Total		71241221	74.8681	71241221	0	100	0		
		E-Voting	43431042	24126	0.0556	23756	370	98.4663	1.5336		
		Poll		60860	0.1401	59473	1387	97.7209	2.2790		
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
		Total		84986	0.1957	83229	1757	97.9326	2.0674		
		Total		269676132	80.0376	269674375	1757	99.9993	0.0007		

Resolution No.	3	ORDINARY - Issue of Bonus Shares by way of Capitalization of Reserves									
Resolution required: (Ordinary/ Special)		ORDINARY - Issue of Bonus Shares by way of Capitalization of Reserves									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		

Promoter and Promoter Group	E-Voting	198349925	198349925	100.0000	198349925	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total		198349925	100	198349925	0	100	0
Public- Institutions	E-Voting	95155633	71241221	74.8681	71241221	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total		71241221	74.8681	71241221	0	100	0
Public- Non Institutions	E-Voting	43431042	24126	0.0556	24126	0	100.0000	0.0000
	Poll		60860	0.1401	60859	1	99.9983	0.0016
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		84986	0.1957	84985	1	99.9988	0.0012
	Total	336936600	269676132	80.0376	269676131	1	100.0000	0.0000



24th December, 2016

The Chairman
Engineers India Limited,
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having its registered office at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi- 110066 vide resolution dated 16th November, 2016 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize physical poll process by the shareholders in respect of the below mentioned resolutions passed at the 15th Extra Ordinary General Meeting (EGM) of the Company held on 23rd December, 2016.

The notice dated 22nd November, 2016 convening EGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the said 15th EGM of the Company held on 23rd December, 2016.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Computershare Private Limited, for conducting remote e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 16th December, 2016 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the notice convening of the 15th EGM of the Company.



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

The voting period for remote e-Voting commenced on Monday, 19th day of December, 2016 at 9:30 am (IST) and ended on Thursday, 22nd day of December, 2016 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter.

After the closure of the voting at the Extra Ordinary General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized and the votes cast there under were counted.

The votes cast under remote e-Voting facility were then unblocked by at 4.29 p.m. on 23rd December, 2016 in the presence of Mr. Vinod Negi and Mr. Ajay Singh, who are not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and physical mode and votes tendered therein based on the data downloaded from the Karvy Computershare Pvt. Ltd remote e-Voting platform and the poll papers received respectively.

I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting. Based on the results made available to me, 243 (Two Hundred & Forty Three) members have cast their votes on the e-voting platform and 124 (One Hundred & Twenty Four) members have casted their vote physically through poll papers. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the notice of the aforesaid Extra Ordinary General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 15th Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.
Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject of resolution	Increase of Authorized Share capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	243	124	367	270679272	61203	270740475	100
Voted in favour	241	99*	340	269614902	59471	269674373	99.99
Voted against	1	19*	20	370	1389	1759	0.01
Abstained	1	--	1	1064000	--	1064000	N.A
Less Voted**	--	7	7	--	343	343	N.A
Invalid Vote***	--	7	7	N.A	N.A	N.A	N.A

*One shareholder who have voted partially both in favour and against the resolution.

** Shareholders who have not completely exercised their voting rights (less voted).

*** Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.



II. Resolution No. 2:-

Agenda No.	2
Subject of matter of resolution	Amendment in Article 4 of Articles of Association of the Company regarding Share Capital.
Type of Resolution	Special

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	243	124	367	270679272	61203	270740475	100
Voted in favour	241	99*	340	269614902	59471	269674373	99.99
Voted against	1	19*	20	370	1389	1759	0.01
Abstained	1	--	1	1064000	--	1064000	N.A
Less Voted*	--	7	7	--	343	343	N.A
Invalid Vote**	--	7	7	N.A	N.A	N.A	N.A

*One shareholder who have voted partially both in favour and against the resolution.

** Shareholders who have not completely exercised their voting rights (less voted).

*** Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.



III. Resolution No. 3:-

Agenda No.	3
Subject of matter of resolution	Issue of Bonus Shares by way of Capitalization of Reserves
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	243	124	367	270679272	61203	270740475	100
Voted in favour	242	116	358	269615272	60859	269676131	99.99
Voted against	--	1	1	--	1	1	0.01
Abstained	1	--	1	1064000	--	1064000	N.A
Less Voted*	--	7	7	--	343	343	N.A
Invalid Vote**	--	7	7	N.A	N.A	N.A	N.A

* Shareholders who have not completely exercised their voting rights (less voted).

** Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.



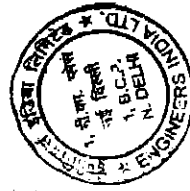
SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

Yours Faithfully,

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad



MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013, and rule 21(2) of the Companies (Management and administration) Rules, 2014]

To,
The Chairman
Engineers India Limited
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

The 15th Extra Ordinary General Meeting of the equity shareholders of Engineers India Limited held on Friday, the 23rd December, 2016 at 3:00 PM at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana).

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad – 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 15th Extra Ordinary General meeting of the equity shareholders of Engineers India Limited, held on 23rd December, 2016 at 3:00 PM, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman 4 (Four) ballot boxes kept for polling were locked in my presence with due identification marks placed by them.
2. The locked ballot boxes were subsequently opened in my/ our presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the company/ Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Resolution No. 1: Ordinary Resolution

Increase of Authorized Share capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99*	59,471	97.17

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19*	1,389	2.27

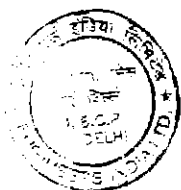
(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7**	N.A
7***	343***

*One shareholder who have voted partially both in favour and against the resolution.

** Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.

*** Shareholders who have not completely exercised their voting rights (less voted).



2



Resolution No.2: Special Resolution

Amendment in Article 4 of Articles of Association of the Company regarding Share Capital:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99*	59,471	97.17

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19*	1,389	2.27

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7**	N.A
7***	343***

*One shareholder who have voted partially both in favour and against the resolution.

** Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.

*** Shareholders who have not completely exercised their voting rights (less voted).



Resolution No. 3: Ordinary Resolution

Issue of Bonus Shares by way of Capitalization of Reserves.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
116	60,859	99.99

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(ii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
7*	N.A
7**	343**

* Shareholders whose details as mentioned in the polling paper do not match with the records of the Company.

** Shareholders who have not completely exercised their voting rights (less voted).

5. A Compact disc (CD) Containing a list of shareholders who voted "for", "Against" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking You

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad
Date: 24.12.2016





24th December, 2016

The Chairman
Engineers India Limited,
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

Sub: Scrutinizer's Report on voting through electronics means (Remote e-Voting) conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having its registered office at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi- 110066 vide resolution dated 16th November, 2016 pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to scrutinize the voting through electronic means (remote e-voting) by the shareholders in respect of the below mentioned resolutions passed at the 15th Extra Ordinary General Meeting (EGM) of the Company held on 23rd December, 2016.

The notice dated 22nd November, 2016 convening EGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the said 15th EGM of the Company held on 23rd December, 2016.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Computershare Private Limited, for conducting remote e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 16th December, 2016 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the notice convening of the 15th EGM of the Company.

The voting period for remote e-Voting commenced on Monday, 19th day of December, 2016 at 9:30 am (IST) and ended on Thursday, 22nd day of December, 2016 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. The votes cast under remote e-Voting facility were then unblocked by me at 4.29 p.m. on 23rd December, 2016 in the presence of Mr. Vinod Negi and Mr. Ajay Singh, who are not in the employment of the company.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and votes tendered therein based on the data downloaded from M/s. Karvy Computershare Private Limited, remote e-Voting platform. Based on the results made available to me, 243 (Two Hundred & Forty Three) members have cast their votes on the remote e-voting platform and I have annexed to this report, the details of the remote e-voting results for each of the three agenda items contained in the said notice.

Thanking You.

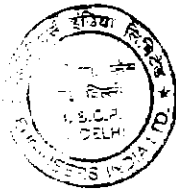
Yours Faithfully,

**For Santosh Kumar Pradhan
(Practicing Company Secretary)**



**Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647**

Place: Ghaziabad



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	Increase of Authorized Share capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	243	270679272	100
Voted in favour	241	269614902	99.99
Voted against	1	370	0.01
Abstained	1	1064000	N.A
Invalid votes	Nil	N.A	N.A

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	Amendment in Article 4 of Articles of Association of the Company regarding Share Capital
Type of Resolution	Special

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	243	270679272	100
Voted in favour	241	269614902	99.99
Voted against	1	370	0.01
Abstained	1	1064000	N.A
Invalid votes	Nil	N.A	N.A



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES



III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	Issue of Bonus Shares by way of Capitalization of Reserves
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	243	270679272	100
Voted in favour	242	269615272	100
Voted against	Nil	N.A	N.A
Abstained	1	1064000	N.A
Invalid votes	Nil	N.A	N.A

Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad

