

## NOTICE

**NOTICE** is hereby given that the 15<sup>th</sup> Extraordinary General Meeting (EGM) of the Members of Engineers India Limited will be held on Friday, the 23<sup>rd</sup> day of December, 2016 at 3.00 p.m. IST at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana), to transact the following business:

### Special business

**Item No. 1 Increase of Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following Resolution with or without modification(s) as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, and subject to the approval of the Government, if required, the approval of the Shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 300,00,00,000/- (Rupees Three Hundred Crores) divided into 60,00,00,000 (Sixty Crores) Equity Shares of ₹ 5/- (Rupees Five) each to ₹ 400,00,00,000/- (Rupees Four Hundred Crores) divided into 80,00,00,000 (Eighty Crores) Equity Shares of ₹ 5/- (Rupees Five) each by creating additional 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 5/- (Rupees Five) each and consequently first paragraph of the Clause No. 5 of the Memorandum of Association of the Company be and is hereby substituted by the following:

‘5. The Authorized Share Capital of the Company is ₹ 400,00,00,000/- (Rupees Four Hundred Crore) divided into 80 crore equity shares of ₹ 5/- each without preferential, deferred, qualified or special rights, privileges, conditions.’

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Articles of Association of the Company as they may think fit.”

**Item No. 2 Amendment in Article 4 of Articles of Association of the Company regarding Share Capital**

To consider and, if thought fit, to pass the following Resolution with or without modification(s) as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Articles of Association, and subject to the approval of the Government, if required, the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following new Article 4:

‘4. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause 5 of the Memorandum of Association of the Company from time to time’.”

**Item No. 3 Issue of Bonus Shares by way of Capitalization of Reserves**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such consents and approvals as may be required from the appropriate authorities/Government, the consent of the shareholders be and is hereby accorded to capitalize a sum of ₹ 168,46,83,000 (Rupees one hundred sixty eight crores forty six lacs eighty three thousand) out of the General Reserves Account or such



other account for distribution among the holders of existing fully paid equity shares of ₹ 5/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners' Position of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof or any officers authorized by the Board of Directors), as an increase of the nominal amount of the share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 33,69,36,600 new fully paid equity shares of ₹ 5/- each as bonus shares in the proportion of 1 (one) new equity bonus share of ₹ 5/- each for every 1 (one) existing fully paid equity share of ₹ 5/- each held.

**RESOLVED FURTHER THAT** the new equity bonus shares of ₹ 5/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

**RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."

By Order of the Board  
For Engineers India Limited

Place : New Delhi  
Date : 22<sup>nd</sup> November, 2016

**(Rajan Kapur)**  
Company Secretary

**NOTES:**

1. A Member entitled to attend and vote at the 15<sup>th</sup> Extraordinary General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith.
3. Members are requested to:-
  - (i) bring their copy of Notice of the Meeting and Attendance Slip, duly completed and signed, to the meeting.
  - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
  - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the venue of the Meeting.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



5. Members holding shares in physical form are requested to notify immediately Change of Address, Bank Account etc., if any, quoting their Folio Number to M/s Karvy Computershare Private Ltd., Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032 (Tel No. 040-67162222, Fax No. 040-23001153, Email: einward.ris@karvy.com, Website : www.karvy.com / www.karvycomputershare.com) or at 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi – 110 001 (Tel No. 011-43681700, Fax No. 011-43681710, Email: delhi@karvy.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic / Demat form are requested to notify any change of address and change of bank account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL / CDSL.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account/folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
7. The Notice of the Meeting, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.engineersindia.com.
8. Electronic copy of the Notice of the Meeting is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s)/RTA for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Notice of the Meeting is being sent in the permitted mode.
9. Members may kindly note that the Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative in the Corporate Governance" in view of circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is also posted on the website of the Company at ww.engineersindia.com. Further, the appeals were also made to the Members in this regard in the Annual Reports of the Company for the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16. Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/ updated their e-mail ids may notify the same to the Company either at the registered office or at e-mail address eil.annualreport@eil.co.in quoting full details of Folio No./DP, Client ID and name of first/ sole holder or to the concerned depository.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility through M/s Karvy Computershare Private Limited (KCPL) to exercise their right to vote on resolutions proposed to be considered at the 15<sup>th</sup> Extraordinary General Meeting (EGM) of the Members of the Company by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by KCPL.
11. The facility for voting through ballot paper shall be made available at the venue of 15<sup>th</sup> EGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
12. The members who have cast their vote by remote e-voting prior to the 15<sup>th</sup> EGM may also attend the 15<sup>th</sup> EGM but shall not be entitled to cast their vote again.
13. The remote e-voting period commences on Monday, 19<sup>th</sup> December 2016 at 9.30 a.m. (IST) and ends on Thursday, 22<sup>nd</sup> December, 2016 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16<sup>th</sup> December, 2016, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
14. The process and manner for remote e-voting is as under:
  - A. In case a Member receives Notice of 15<sup>th</sup> EGM through email [for members whose email IDs are registered with the Company/Depository Participant(s)/RTA]:
    - i. Initial password is provided in the body of the e-mail.
    - ii. Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
    - iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
    - iv. After entering the details appropriately, click on LOGIN.



- v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. You need to login again with the new credentials.
  - vii. On successful login, the system will prompt you to select the EVENT i.e., Engineers India Limited.
  - viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR"/ "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your shareholding as on cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - xi. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id [eil.scrutinizer@karvy.com](mailto:eil.scrutinizer@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name\_EVENT No."
  - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of [https:// evoting.karvy.com](https://evoting.karvy.com) or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- B. In case a Member receives physical copy of the Notice of 15<sup>th</sup> EGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy] :
- i. User ID and Initial password as provided.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16<sup>th</sup> December, 2016.
  16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 15<sup>th</sup> EGM and holding shares as on the cut-off date i.e. 16<sup>th</sup> December, 2016, may obtain the login ID and password by sending a request at [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com).
  17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 15<sup>th</sup> EGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
  18. Shri Santosh Kumar Pradhan, Practising Company Secretary (C.P. No. 7647) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  19. The Chairman & Managing Director shall, at the 15<sup>th</sup> EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the 15<sup>th</sup> EGM but have not cast their votes by availing the remote e-voting facility.
  20. The Scrutinizer shall after the conclusion of voting at the 15<sup>th</sup> EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 15<sup>th</sup> EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman & Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  21. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at <http://www.engineersindia.com> and on the website of KCPL at <https://evoting.karvy.com> immediately after the declaration of result by the Chairman & Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.



22. The Notice of the 15<sup>th</sup> EGM is also placed on the website of the Company at [www.engineersindia.com](http://www.engineersindia.com) and on the website of KCPL at <https://evoting.karvy.com>.
23. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:-  
**Shri MohsinUddin, Manager**  
M/s Karvy Computershare Private Limited  
Karvy Selenium Tower-B, Plot No. 31 & 32  
Gachibowli, Financial District, Nanakramguda,  
Serilingampally, Hyderabad - 500 032,  
Toll Free No. 1800 345 4001  
Email: [evoting@karvy.com](mailto:evoting@karvy.com)
24. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 15<sup>th</sup> EGM i.e. 23<sup>rd</sup> December, 2016.
25. The Route Map of the venue of 15<sup>th</sup> EGM along with prominent land-mark is annexed with the Notice of the Meeting.
26. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the 15<sup>th</sup> EGM or afterwards.**

By Order of the Board  
For Engineers India Limited

Place : New Delhi  
Date : 22<sup>nd</sup> November, 2016

**(Rajan Kapur)**  
Company Secretary

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 1 & 2**

The Ministry of Finance, vide circular F No. 5/2/2016-Policy dated 27<sup>th</sup> May 2016 (Annexure-I) has issued consolidated guidelines for CPSEs, which inter-alia include guidelines on issue of Bonus Shares. These guidelines are in supersession of all other existing related guidelines issued by the government earlier. The timeline for applicability of these guidelines in respect of issue of bonus shares is from FY starting from 1 April 2016 or thereafter.

In terms of guidelines, every CPSE should look into and analyze/deliberate in their Board Meeting, the issue of bonus shares when their defined reserves and surplus are equal to or more than 5 times of its paid-up equity share capital.

Further, every CPSE shall issue bonus shares if their defined reserves and surplus is equal to or more than 10 times of its paid-up equity share capital.

The Company as on 31.03.2016 have reserve and surplus of ₹ 2497 crore and share capital of ₹ 168 crore. Since, reserves are more than 10 times of equity share capital, the issue of bonus shares need to be considered.

The Board of Directors of the Company at their meeting held on 16<sup>th</sup> November, 2016 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 1:1 i.e. 1 (one) new equity share of ₹ 5/- each of the Company for every 1 (one) existing equity share of ₹ 5/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board / Committee of the Board or any officers authorized by the Board, by capitalization of a sum of ₹ 168,46,83,000 (Rupees one hundred sixty eight crores forty six lacs eighty three thousand) from the free Reserves. The same is proposed to be applied in full by issuing at par 33,69,36,600 new equity shares of ₹ 5/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to ₹ 336,93,66,000/- consisting of 67,38,73,200 equity shares of ₹ 5/- each.

Presently the Authorized Share Capital of the company is ₹ 300 crore consisting of 60 crore shares of ₹ 5/- each and therefore if the proposal for issue of Bonus shares is to be considered, the Authorized Capital of the company is required to be increased before consideration of Bonus issue and to meet any future diversification and expansion activities of the Company. The resolution is therefore to increase the authorized share capital of the company from ₹ 300,00,00,000/- (Rupees three hundred crores) to ₹ 400,00,00,000/- (Rupees four hundred crores) by creation of further 20,00,00,000 (twenty crores) equity shares.

Shareholders' attention is also invited to the fact that the existing Clause 5 of Memorandum of Association and Article 4 of Articles of Association of the Company specify the present Authorized Share Capital of your Company. As there are proposals to increase the Authorized Share Capital from ₹ 300,00,00,000/- to ₹ 400,00,00,000/- by creation of further 20,00,00,000 equity shares in view of the foregoing, the existing Capital Clause 5 in the Memorandum of Association and Article 4 in the Articles of Association of the Company relating to Share Capital also need relevant amendment to give effect to the increase in authorized share capital of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on 16<sup>th</sup> November, 2016, considered it desirable to increase the authorized share capital of the company and aforesaid amendment in Memorandum and Articles of Association of the Company in view of proposal for issue of Bonus Shares.

The Board of Directors of the Company recommends the Ordinary Resolution in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company and Special Resolution in respect of Amendment in Articles of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

### **Item No. 3**

The Ministry of Finance, vide circular F No. 5/2/2016-Policy dated 27 May 2016 (Annexure-I) has issued consolidated guidelines for CPSEs, which inter-alia include guidelines on issue of Bonus Shares. These guidelines are in supersession of all other existing related guidelines issued by the government earlier. The timeline for applicability of these guidelines in respect of issue of bonus shares is from FY starting from 1 April 2016 or thereafter.

In terms of guidelines, every CPSE should look into and analyze/deliberate in their Board Meeting, the issue of bonus shares when their defined reserves and surplus are equal to or more than 5 times of its paid-up equity share capital.

Further, every CPSE shall issue bonus shares if their defined reserves and surplus is equal to or more than 10 times of its paid-up equity share capital.

The Company as on 31.03.2016 have reserve and surplus of ₹ 2497 crore and share capital of ₹ 168 crore. Since, reserves are more than 10 times of equity share capital, the issue of bonus shares need to be considered.

The Board of Directors at their meeting held on 16<sup>th</sup> November, 2016 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 1:1 i.e. 1 (one) new equity share of ₹ 5/- each of the Company for every 1 (one) existing equity share of ₹ 5/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board / Committee of the Board or any officers authorized by the Board, by capitalization of a sum of ₹ 168,46,83,000 (Rupees one hundred sixty eight crores forty six lacs eighty three thousand) from the free Reserves. The same is proposed to be applied in full by issuing at par 33,69,36,600 new equity shares of ₹ 5/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to ₹ 336,93,66,000/- consisting of 67,38,73,200 equity shares of ₹ 5/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities or Government. As per Article 116 of the Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of free reserves.

The new equity bonus shares of ₹ 5/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company or any officer(s) authorized by the Board to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the accompanied Notice for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

By Order of the Board  
For Engineers India Limited

Place : New Delhi  
Date : 22<sup>nd</sup> November, 2016

**(Rajan Kapur)**  
Company Secretary

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail ID:	
Registered Address:		Folio No./* DP & Client Id:	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- (1) Name:..... Address: .....  
 E-mail Id: ..... Signature: ....., or failing him/her;
- (2) Name:..... Address: .....  
 E-mail Id: ..... Signature: ....., or failing him/her;
- (3) Name:..... Address: .....  
 E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Extraordinary General Meeting of the Company, to be held on Friday, the 23<sup>rd</sup> day of December, 2016 at 3.00 p.m. at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	**For	**Against
1.	Increase of Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company.		
2.	Amendment in Article 4 of Articles of Association of the Company regarding Share Capital.		
3.	Issue of Bonus Shares by way of Capitalization of Reserves.		

Signed this..... day of..... 2016.

\_\_\_\_\_  
Signature of the Shareholder

Affix Revenue Stamp
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\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of Second proxy holder

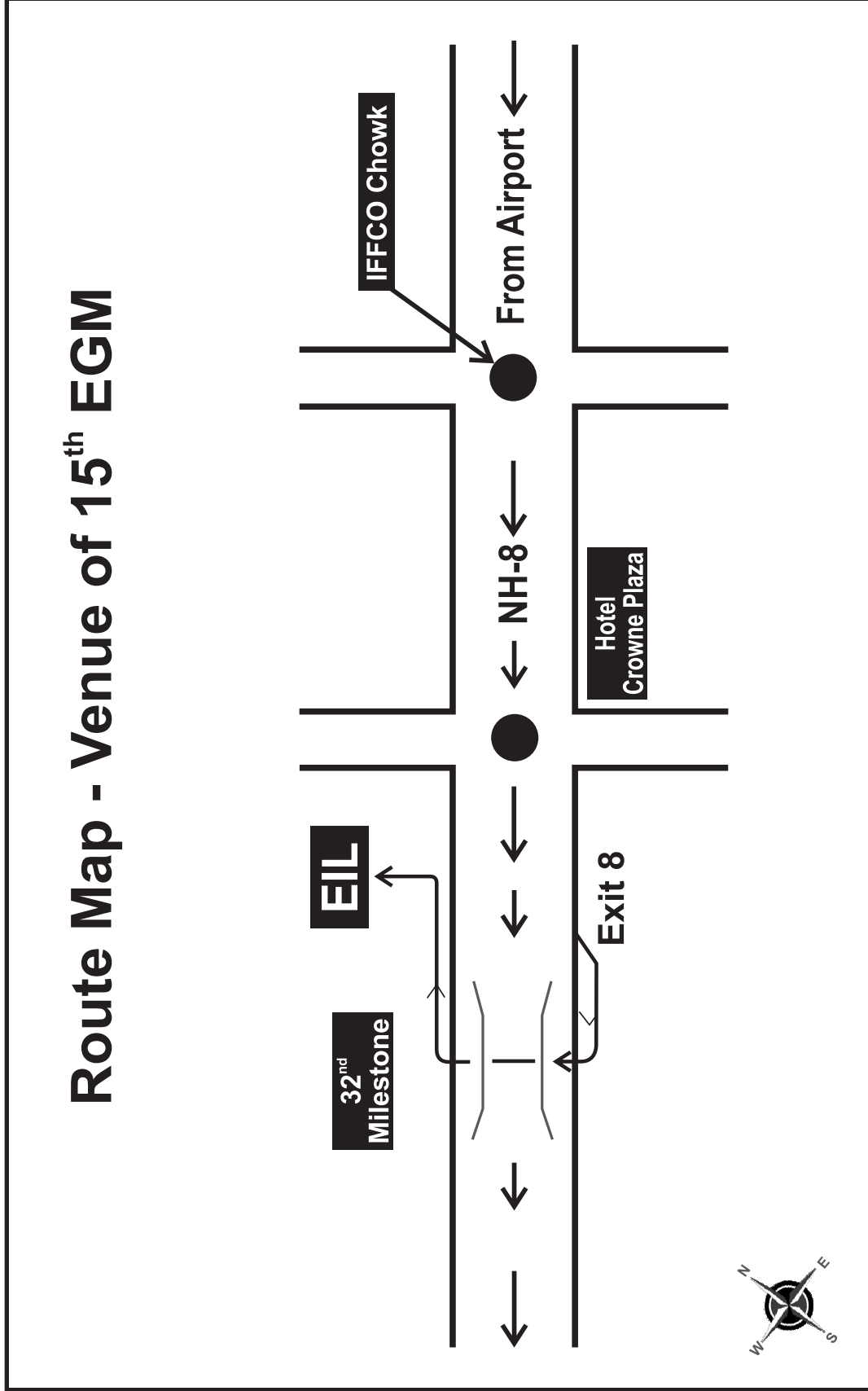
\_\_\_\_\_  
Signature of third proxy holder

\* Applicable for investors holding shares in electronic form.

**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 15<sup>th</sup> Extraordinary General Meeting.
- (4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (5) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

# Route Map - Venue of 15<sup>th</sup> EGM



**Nearest Landmark :**  
32<sup>nd</sup> Milestone

**Address of Venue :**  
Engineers India Limited, EIL Office Complex  
Sector-16 (NH-8), Gurugram, Haryana

\*Map not to scale



इंजीनियर्स  
इंडिया लिमिटेड  
(भारत सरकार का उपक्रम)



ENGINEERS  
INDIA LIMITED  
(A Govt of India Undertaking)

Regd. Office: Engineers India House, 1, Bhikaiji Cama Place, New Delhi-110 066

Tel: 011-26762121, Fax: 011-26178210, E-mail: eil.mktg@eil.co.in

Website: <http://www.engineersindia.com>

CIN: L74899DL1965GOI004352

S.No.:

Reg. Folio No./DP Id No./Client Id No. :

Name & Address :

Name(s) of Joint Member(s), if any :

No. of Shares held :

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 15<sup>th</sup> Extraordinary General Meeting of the Company, to be held on Friday, the 23<sup>rd</sup> day of December, 2016 at 3.00 p.m. at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana).

.....  
Signature of First holder/Proxy/Authorised Representative

.....  
Signature of Joint holder(s)

Place:

Date:

**Notes:**

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE EXTRAORDINARY GENERAL MEETING OR AFTERWARDS.**

## E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

EVEN (E-VOTING EVENT NO.)

USER ID

PASSWORD

**Note:** Please follow steps for remote e-voting procedure as given in the Notice of 15<sup>th</sup> Extraordinary General Meeting of the Company or by logging on to <https://evoting.karvy.com> and the same is also available on the Company's website <http://www.engineersindia.com>.