

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: 15^{वीं} असाधारण आम बैठक की कार्यवाही

Sub: Proceedings of 15th Extraordinary General Meeting

प्रिय महोदय/महोदया

Dear Sir/Madam,

Kindly note that 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.

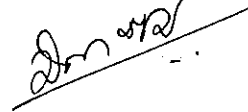
In this regard, please find enclosed herewith summary of proceeding as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**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, भीकाएजी कामा प्लेस/Bhikaiji Cama Place, नई दिल्ली/New Delhi – 110066

सीआईएन/CIN: L74899DL1965GOI004352

COMPANY SECRETARIAT

कंपनी सचिवालय

PROCEEDINGS OF 15th EXTRAORDINARY GENERAL MEETING OF ENGINEERS INDIA LIMITED.

The 15TH Extraordinary General Meeting of the Members of the Engineers India Limited was held on Friday, the 23rd day of December, 2016 at 3.00 P.M. at Engineers India Limited, NH-18, Sector-16, Gurugram-122001 (Haryana).

Shri Sanjay Gupta, Chairman & Managing Director chaired the proceedings of the Meeting. The Company Secretary confirmed that quorum is present. 989 Members, in person or through proxy, representing 19,94,72,207 shares (11 proxies representing 9,72,248 shares), marked their attendance. These included the nominee of the President of India holding 58.87% 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 Member to the 15TH Extraordinary General Meeting of the Company and introduced the Directors, Nominee of the President of India on the dias, Statutory Auditors and Scrutinizer physically present in the meeting.

With the consent of the Members present, Notice dated 22nd November, 2016 convening the meeting, which was sent to the Members, were taken as read.

The Chairman delivered his speech. During his speech, he covered the overview of the following areas:

- EIL's Performance Highlights
- Business Highlights
- Operational Highlights
- Accolades and Awards
- Corporate Social Responsibility
- Corporate Governance

As directed by the Chairman, the Company Secretary 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 by the Companies (Management and Administration) Amendment Rules, 2015 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 15th Extraordinary General Meeting. The shareholders holding shares as on cut-off date i.e. 16.12.2016 were entitled to vote on the proposed resolutions of this Extraordinary General Meeting. The remote e-Voting period remained open from 19.12.2016 (9.00 a.m., IST) to 22.12.2016 (5.00 p.m., IST) (both days inclusive). The Chairman then informed the member 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. 16.12.2016. Those who had already cast 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 Extraordinary General Meeting.

The Chairman thereafter took up the business as stated in the Notice of EGM dated 22nd November, 2016. The Company Secretary read out all the 3 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 3 resolutions and requested Shri Santosh Kumar Pradhan, Scrutinizer for scrutinizing the process of voting through Ballot papers at the Extraordinary General Meeting.

Shri Santosh Kumar Pradhan, Scrutinizer conducted the Voting process through Ballot Papers which included distribution of Ballot papers, displaying the four 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 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 24th December, 2016. 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 and Registrar and Share Transfer Agent's website 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 3.50 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 15th Extraordinary General Meeting of Engineers India Limited held on 23rd December, 2016 are provided below:

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.

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

"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.

The following resolution was passed as Special Resolution with requisite majority.

"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.

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

"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

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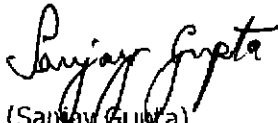
that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

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."

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: 24th December, 2016


(Sanjay Gupta)
Chairman & Managing Director

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