

सं.सचिव /No. Secy/906/9/10

15th June, 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
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विषय: भारतीय प्रतिभूति एवं विनियम बोर्ड (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं) विनियम, 2015 के विनियम 44(3) के प्रावधानों के अंतर्गत सूचना

Sub: Intimation under Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

प्रिय महोदय/महोदया,
Dear Sir/Madam,

In terms of Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the details of voting results of the Postal Ballot and remote e-voting conducted by the Company , which commenced on Monday, 15th May, 2017 at 9.30 a.m.(IST) and ended on Tuesday, 13th June, 2017 at 5.00p.m.(IST), as per the prescribed format along with the Scrutinizer's report dated 15.06.2017.

The voting results are 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>.

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

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



राजन कपूर/Rajan Kapur
कंपनी सचिव/Company Secretary

Encl: as above

Engineers India Limited

Date of the AGM/EGM/declaration of voting result of Postal Ballot	15 th June, 2017
Total number of shareholders on record date (31.03.2017)	178806
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A. N.A.

1. APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding g shares	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
Promoter	E-Voting	38422459	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100

and Promoter Group		4	384224594	100	384224594	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	384224594	384224594	100	384224594	0	100	0
Public-Institutions	E-Voting	17999360	88374672	49.09	88374672	0	100	N.A.
	Poll	2	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		780000	0.44	780000	N.A.	100	N.A.
	Total	17999360	89154672	49.53	89154672	N.A.	100	N.A.
Public-Non Institutions	E-Voting	10965500	2686007	2.45	2664976	20671	99.23	0.77
	Poll	4	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		343017	0.31	330195	4513	96.26	3.74**
	Total	10965500	3029024	2.76	2995171	N.A.	100	N.A.
Total		67387320	476408290	70.70	476374437	25184	99.99	0.01
		0						

*As per the Secretarial Standard -2 issued by ICSI, the resolution as set out in the Notice of Postal ballot Notice dated 20th March, 2017 have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting viz. 13th June, 2017.

** Includes shareholders, who have partially exercised their voting rights and voted for both & against the resolution.

2. BUY BACK OF THE SHARES OF THE COMPANY:

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	38422459	384224594	100	384224594	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		384224594	100	384224594	0	100	0
Public-Institutions	E-Voting	17999360	88374672	49.09	88374672	0	100	N.A
	Poll	2	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		780000	0.44	780000	N.A.	100	N.A.
	Total		89154672	49.53	89154672	N.A	100	N.A
Public-	E-Voting	10965500	2686007	2.45	2662401	23266	99.99	0.01

Non Institutions	Poll		4	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	Total										
				343017	0.31	329081	5647	95.93	N.A.		4.07**	N.A.
Total			10965500 4	3029024	2.76	2991482	N.A.	100	N.A.		N.A.	N.A.
			67387320 0	476408290	70.70	476370748	28913	99.99				0.01

*As per the Secretarial Standard -2 issued by ICSI, the resolution as set out in the Notice of Postal ballot Notice dated 20th March, 2017 have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting viz. 13th June, 2017.

** Includes shareholders, who have partially exercised their voting rights and voted for both & against the resolution.



SCRUTINISER'S REPORT ON POSTAL BALLOT

15th June, 2017

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

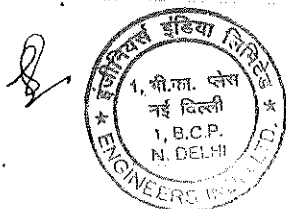
Subject: Consolidated Scrutinizer's report on Postal ballot process conducted through physical postal ballot & Remote e-Voting pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 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 20th March, 2017, pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 and 110 of Companies Act, 2013 read with Rule 20 & 22 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 Postal Ballot forms by the shareholders in respect of the proposed resolution on Item Nos. 1 & 2 as set out in the notice of the Postal Ballot dated 20th March, 2017.

As required under Section 108 and 110 of the Act, Notice dated 20th March, 2017 along with Explanatory Statement under Section 102 of the Act and the Postal ballot forms were dispatched to the shareholders on 15th May, 2017 along with postage prepaid business reply envelope to its members whose name(s) appeared on the register of members of the Company / list of beneficiaries as on the cut-off date (record date) i.e. 31st March, 2017 who were entitled to vote on the proposed resolution on Item Nos. 1 & 2 as set out in the notice of the Postal Ballot.

The Company has availed the e-voting facility offered by M/s. Karvy Computershare Private Limited for conducting remote e-Voting by the Shareholders of the Company. The remote e-Voting period commenced on Monday, 15th May, 2017 at 9:30 A.M. (IST) and ended on Tuesday, 13th June, 2017 at 5:00 P.M. (IST) and the remote e-Voting platform was blocked thereafter. The votes cast under remote e-Voting facility were then unblocked by me at 5:52 P.M (IST) on 13th June, 2017 in the presence of Ms. Anmol Sharma and Mr. Ajay Singh, who are not in the employment of the company.



Page 1 of 1

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**


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 Private Limited remote e-Voting platform and the postal ballot forms received respectively.

- Particulars of all the postal ballot forms received from the members have been entered in a register, separately maintained for this purpose.
- The postal ballot forms received from the shareholders were kept under my safe custody.
- The postal ballot forms were duly opened in my presence and in the presence of Ms. Anmol Sharma and Mr. Ajay Singh, who are not in the employment of the company which were duly scrutinized and the individual shareholding was matched/ confirmed with the register of members of the Company/list of beneficiaries as on 31st March, 2017.
- All postal ballot forms received up 13th June, 2017 (till 5:00 P.M. IST) i.e. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 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 Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

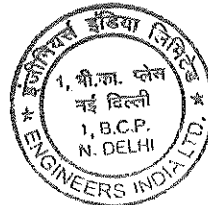
Based on the data uploaded from Karvy Computershare Private Limited platform, 444 (Four Hundred & Forty Four) members have cast their votes on the remote e-voting platform and 1,030 (One Thousand & Thirty) members have casted his vote physically through postal ballot form. I hereby annex the consolidated scrutinizer's report on the resolution on Item Nos. 1 & 2 as Annexure-I as set out in the notice of the Postal Ballot.

Thanking You,

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


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

Place: Ghaziabad



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure I

I. Resolution No. 1:-

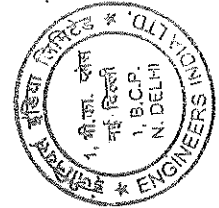
Agenda No.	1
Subject matter of resolution	APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY
Type of Resolution	Special

Particulars	Number of Votes		Number of shares contained in valid votes			Percentage of shares in total valid votes cast	
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical		Total
Total Received	444	1030	1474	475285273	1123017	476408290	100
Voted in favour	414*	982	1396	475264242*	1110195	476374437	99.99
Voted against	28*	32	60	20671*	4513	25184	0.01
Less Voted	Nil	2**	80	Nil	80**	80	0.00
Invalid Vote	5	16	21***	360	8229	8589***	0.00

*3 shareholders have voted both in favour and against the resolution and hence figure is not matched with the total received.

** Includes 2 shareholders, who have partially exercised their voting rights and hence figure is not matched with the total received.

*** Shareholders who have not completely exercised their voting rights and ballot containing incomplete particulars etc.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	APPROVAL FOR BUY BACK OF EQUITY SHARES.
Type of Resolution	Special

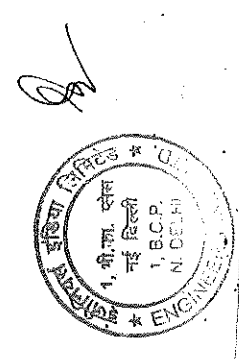
Particulars	Number of Votes			Number of shares contained in valid votes			Percentage of shares in total valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	444	1030	1474	475285273	1123017	476408290	100
Voted in favour	408*	967	1375	475261667*	1109081	476370748	99.99
Voted against	34*	47	81	23266*	5647	28913	0.01
Less Voted	Nil	2**	60	Nil	60**	60	0.00
Invalid Vote	4	16	20***	320	8229	8549***	0.00

*3 shareholders have voted both in favour and against the resolution and hence figure is not matched with the total received.

** Includes 2 shareholders, who have partially exercised their voting rights and hence figure is not matched with the total received.

*** Shareholders who have not completely exercised their voting rights and ballot containing incomplete particulars etc.

For Santosh Kumar Pradhan
(Practicing Company Secretary)



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

Place: Ghaziabad