

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 15th Extraordinary General Meeting of the Company, to be held on Friday, the 23rd 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

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 15th 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.