

सं.सचिव /No. Secy/906/9/10

20<sup>th</sup> September, 2016

**The BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street, Fort**  
**Mumbai – 400 023**

**The National Stock Exchange of India Limited**  
**Exchange Plaza, 5<sup>th</sup> Floor**  
**Bandra Kurla Complex**  
**Bandra (East), Mumbai-400051**

**विषय: 51<sup>वीं</sup> वार्षिक आम बैठक की कार्यवाही**  
**Sub: Proceedings of 51<sup>st</sup> Annual General Meeting**

प्रिय महोदय/महोदया  
Dear Sir/Madam,

Kindly note that 51<sup>st</sup> Annual General Meeting of the Company was held on Monday, 19<sup>th</sup> September, 2016 and the business mentioned in the Notice dated 5<sup>th</sup> August, 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 51<sup>ST</sup> ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED.

The 51<sup>st</sup> Annual General Meeting of the Members of the Engineers India Limited was held on Monday, the 19<sup>th</sup> day of September, 2016 at 3.00 P.M. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049.

Shri Sanjay Gupta, Chairman & Managing Director and Addl. Charge-Director (Commercial) chaired the proceedings of the Meeting. The Company Secretary confirmed that quorum is present. 19109 Members, in person or through proxy, representing 20,13,43,911 shares (162 proxies representing 977377 shares), marked their attendance. These included the nominee of the President of India holding 59.37% 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 51<sup>st</sup> Annual General Meeting of the Company and introduced the Directors, Nominee of the President of India on the dias, Statutory Auditors, Secretarial Auditors and Scrutinizer physically present in the meeting.

With the consent of the Members present, Notice dated 5<sup>th</sup> August, 2016 convening the meeting together with the Financial Statements and Directors' Report etc., the copies of which were sent to the Members, were taken as read.

The Chairman delivered his speech, copies of which had been circulated amongst the members present at the meeting. During his speech, he covered the overview of the following areas:

- Economic Environment and Outlook
- EIL's Performance Highlights
- Business Highlights
- Operational Highlights
- Research & Development
- Human Capital
- Health, Safety & Environment (HSE)
- Sustainability
- Accolades and Awards
- Corporate Social Responsibility
- Corporate Governance

As directed by the Chairman, the Company Secretary read out the Independent Auditors' Report and Comments of Comptroller & Auditor General of India on Annual Accounts of the Company for the financial year 2015-2016. He also read out the Auditors' Report on the Corporate Governance Report & Secretarial Audit Report

along with Management's replies thereon for the Financial Year 2015-16. It was agreed that the Annexure to the Auditors' Report would be taken as read.

The Chairman 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 Annual General Meeting. The shareholders holding shares as on cut-off date i.e. 8.09.2016 were entitled to vote on the proposed resolutions of this Annual General Meeting. The remote e-Voting period remained open from 15.09.2016 (9.00 a.m., IST) to 18.09.2016 (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. 8.09.2016. 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 Annual General Meeting.

The Chairman thereafter took up the business as stated in the Notice of AGM dated 5<sup>th</sup> August, 2016. The Company Secretary read out all the 9 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 9 resolutions and requested Shri Santosh Kumar Pradhan, Scrutinizer for scrutinizing the process of voting through Ballot papers at the Annual 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 Annual Accounts 2015-16 and 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 20<sup>th</sup> September, 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 4.30 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 51<sup>st</sup> Annual General Meeting of Engineers India Limited held on 19<sup>th</sup> day of September, 2016 are provided below:

#### **ORDINARY BUSINESS:**

**Item No. 1 To, receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31<sup>st</sup> March, 2016 and the Reports of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31<sup>st</sup> March, 2016 and the Reports of Directors (along with the Annexures thereto) and Auditors thereon and the comments of the Comptroller and Auditor General of India, be and are hereby received, approved and adopted."

**Item No. 2 To consider declaration of final Dividend on equity shares.**

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

**"RESOLVED THAT** Final dividend @ ₹ 2/- per share (of the face value of ₹ 5/- each) of the Company as recommended by the Board of Directors for the financial year 2015-16 be and is hereby approved and declared."

**Item No. 3 To appoint a director in place of Shri Ram Singh (DIN:02942267), Director (Finance) who retires by rotation and being eligible, offer himself for re-appointment.**

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

**"RESOLVED THAT** Shri Ram Singh (DIN:02942267), Director (Finance), who retires by rotation and being eligible, be and is hereby

re-appointed as a Director (Finance) of the Company, liable to retire by rotation."

**Item No. 4 To appoint a director in place of Shri Ashwani Soni (DIN:06962014), Director (Projects) of the Company, who is retiring by rotation and being eligible, offers himself, for re-appointment.**

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

**"RESOLVED THAT** Shri Ashwani Soni (DIN:06962014), Director (Projects), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Projects) of the Company, liable to retire by rotation."

**Item No. 5 To fix remuneration of Auditors for the financial year 2016-17.**

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

**"RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of M/s Arun K. Agarwal & Associates, Chartered Accountants, who have been appointed as Statutory Auditors of the Company for the financial year 2016-2017 by the Comptroller and Auditor General of India."

#### **SPECIAL BUSINESS:**

**Item No. 6 To appoint Dr. (Prof.) Mukesh Khare (DIN:02029807) as Non-official Part-time Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Dr. (Prof.) Mukesh Khare (DIN:02029807), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 20.11.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Dr. (Prof.) Mukesh Khare himself in writing proposing his candidature for the office of director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government whichever is the earlier."

**Item No. 7 To appoint Mrs. Arusha Vasudev (DIN:07370575) as Non-official Part-time Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Mrs. Arusha Vasudev (DIN:07370575), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 15.12.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Mrs. Arusha Vasudev herself in writing proposing her candidature for the office of director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government whichever is the earlier."

**Item No. 8 To appoint Shri Vikas Khushalrao Deshpande (DIN:01200938) as Non-official Part-time Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Vikas Khushalrao Deshpande (DIN:01200938), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 20.11.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Shri Vikas Khushalrao Deshpande himself in writing proposing his candidature for the office of director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government whichever is the earlier."

**Item No. 9 To appoint Shri Umesh Chandra Pandey (DIN:01185085) as Non-official Part-time Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Umesh Chandra Pandey (DIN:01185085), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 20.11.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Shri Umesh



Chandra Pandey himself in writing proposing his candidature for the office of director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government whichever is the earlier."

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: 20<sup>th</sup> September, 2016



(Sanjay Gupta)  
Chairman & Managing Director  
and Addl. Charge-Director (Commercial)

