

सं.सचिव /No. Secy/906/9/10

20th August, 2018

**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: बुधवार, 19 सितंबर, 2018 को होने वाली 53^{वीं} वार्षिक आम बैठक में इलेक्ट्रॉनिक माध्यम से मतदान

**Sub: Voting through Electronic Means- 53rd Annual General Meeting to be held on
Wednesday, September 19, 2018.**

प्रिय महोदय/महोदया,

Dear Sir/Madam,

Pursuant to the provision of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Engineers India Limited ("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 53rd Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, the 19th day of September, 2018 at 3.00 p.m. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049 by electronic means and the business may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KCPL.

The remote e-voting period commences on Saturday, 15th September, 2018 at 9.30 a.m. (IST) and ends on Tuesday, 18th September, 2018 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. Wednesday, 12th September, 2018, 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.

The members who have cast their vote by remote e-voting prior to the 53rd AGM may also attend the 53rd AGM but shall not be entitled to cast their vote again.

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. Wednesday, 12th September, 2018. Any person, who acquires shares of the company and become member of the Company after dispatch of the Notice of 53rd AGM and holding shares as on the cut-off date i.e. Wednesday, 12th September, 2018, may obtain the login ID and password by sending a request at mohsin.mohd@karvy.com.

The facility for voting through ballot paper shall be made available at the venue of 53rd AGM 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.

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 53rd AGM through ballot paper.

Shri Santosh Kumar Pradhan, Practicing 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.

The Chairman & Managing Director shall, at the 53rd AGM, 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 53rd AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the 53rd AGM, 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 53rd AGM, 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.

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 forwarded to BSE Limited and National Stock Exchange of India Limited within the statutory time period.

The Notice of the 53rd AGM is also placed on the website of the Company at www.engineersindia.com and on the website of KCPL at <https://evoting.karvy.com>.

Details of the manner and process of electronic voting have been separately sent to members of the Company and are also contained in the Notice of 53rd Annual General Meeting. The same are also available on the website of the Company viz. <http://www.engineerindia.com> and on the website of M/s.Karvy Computershare Private Limited viz. <https://evoting.karvy.com>. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 53rd Annual General Meeting i.e. Wednesday, 19th September, 2018.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



नरेंद्र कुमार /Narendra Kumar

कंपनी सचिव/Company Secretary