

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाऊस/Engineers India House  
1, भीकाजी कामा प्लेस/Bhikaji Cama Place, नई दिल्ली/New Delhi – 110066  
सीआईएन/CIN : L74899DL1965GOI004352

**COMPANY SECRETARIAT**

कंपनी सचिवालय

सं.सचिव /No. Secy/906/9/10

20<sup>th</sup> September, 2018

**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: 53<sup>वीं</sup> वार्षिक आम बैठक की कार्यवाही**

**Sub: .Proceedings of 53<sup>rd</sup> Annual General Meeting**

प्रिय महोदय/महोदया

Dear Sir/Madam,

Kindly note that 53<sup>rd</sup> Annual General Meeting of the Company was held on Wednesday, 19<sup>th</sup> September, 2018 and the businesses mentioned in the Notice dated 10<sup>th</sup> August, 2018 were transacted therein.

In this regard, please find enclosed herewith summary of proceedings 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,



नरेंद्र कुमार/ Narendra Kumar  
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, भीकाजी कामा प्लेस/Bhikaji Cama Place, नई दिल्ली/New Delhi – 110066

Phone/दूरभाष : 011-26762121, फ़ैक्स/Fax: 011-26191690

ईमेल/e-mail: eil.mktg@eil.co.in, वेबसाइट/website: <http://www.engineersindia.com>

सीआईएन/CIN: L74899DL1965GOI004352

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## **PROCEEDINGS OF 53<sup>RD</sup> ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED.**

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The 53<sup>rd</sup> Annual General Meeting of the Members of the Engineers India Limited was held on Wednesday, the 19<sup>th</sup> day of September, 2018 at 3.00 p.m. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049

Shri J.C. Nakra, Chairman & Managing Director and Additional Charges -Director (Projects) and Director (Finance) chaired the Meeting. The Company Secretary confirmed that quorum is present. 20831 Members, in person or through proxy, representing 32,94,71,996 shares (99 proxies representing 7152 shares), marked their attendance. These included the nominee of the President of India holding 52.02% of Shares of the Company. After declaring the quorum to be present, the Chairman declared that the requisite quorum was present, called the meeting to order. He then welcomed all the Members to the 53<sup>rd</sup> Annual General Meeting of the Company and introduced the Directors, Nominee of the President of India on the dias, Auditors and Scrutinizer physically present in the meeting.

With the consent of the Members present, Notice dated 10<sup>th</sup> August, 2018 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
- Performance Highlights
- Business Highlights
- Overseas
- Operational Highlights
- Research and Development
- Human Capital
- Sharper Competitive Edge
- Responsible Corporate Citizen
- Make in India
- Health, Safety and Environment (HSE)
- Sustainability
- Focus on Quality
- Accolades and Awards
- 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 2017-2018. 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 2017-18. 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. 12.09.2018 were entitled to vote on the proposed resolutions of this Annual General Meeting. The remote e-Voting period remained open from 15.09.2018 (9.30 a.m., IST) to 18.09.2018 (5.00 p.m., IST) (both days inclusive). The Chairman then informed the members 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. 12.09.2018. 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 (C.P. No. 7647) 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 10<sup>th</sup> August, 2018. He explained the objective and implications, if any, of the resolutions enlisted in the AGM Notice. The Company Secretary read out all the 9 resolutions proposed to be passed at the meeting. The 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 Poll which included distribution of polling papers, displaying the three empty ballot boxes, locking of empty polling boxes in the presence of members and proxies.

The Chairman then invited the members to raise queries, if any on the Annual Accounts 2017-18 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, 2018. 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 Limited and National Stock Exchange of India Limited. 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 4.08 p.m with Shri Narendra Kumar, 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 53<sup>rd</sup> Annual General Meeting of Engineers India Limited held on 19<sup>th</sup> day of September, 2018 are provided below:

**ORDINARY BUSINESS:**

- Item No. 1 To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of Directors (along with 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 the Requisite majority.

**"RESOLVED THAT** Final dividend @ ₹1.50 per share (of the face value of ₹ 5/- each) of the Company as recommended by the Board of Directors for the financial year 2017-18 be and is hereby approved and declared."

- Item No. 3 To appoint a Director in place of Shri Vipin Chander Bhandari (DIN: 07550501), who retires by rotation and being eligible offers himself for reappointment.**

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

**"RESOLVED THAT** Shri Vipin Chander Bhandari (DIN: 07550501), Director (HR), who retires by rotation and being eligible, be and is hereby reappointed as Director (HR) of the Company, liable to retire by rotation."

- Item No. 4 To appoint a Director in place of Shri Rakesh Kumar Sabharwal (DIN: 07484946), who retires by rotation and being eligible offers himself for re-appointment.**

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

**"RESOLVED THAT** Shri Rakesh Kumar Sabharwal (DIN: 07484946), Director (Commercial), who retires by rotation and being eligible, be and is hereby re-appointed as Director (Commercial) of the Company, liable to retire by rotation."

- Item No. 5 To fix remuneration of Auditors for the financial year 2018-19.**

The following resolution was passed as an Ordinary Resolution with the 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 2018-2019 by the Comptroller and Auditor General of India."

**SPECIAL BUSINESS:**

**Item No. 6 To appoint Shri Chaman Kumar (DIN: 02064012) as Non-official Independent Director of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Chaman Kumar (DIN: 02064012), who was appointed as an Additional Director (Non-official Independent) of the Company by the Board of Directors with effect from 8<sup>th</sup> September, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company 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 Act, received a notice from Shri Chaman Kumar himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-official Independent Director of the Company, not liable to retire by rotation, and to hold office till 7.09.2020 or until further orders of the Government, whichever is earlier, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

**Item No. 7 To appoint Shri Rajesh Kumar Gogna (DIN: 07944627) as Non-official Independent Director of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Rajesh Kumar Gogna (DIN: 07944627), who was appointed as an Additional Director (Non-official Independent) of the Company by the Board of Directors with effect from 20<sup>th</sup> September, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company 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 Act, received a notice from Shri Rajesh Kumar Gogna himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-official Independent Director of the Company, not liable to retire by rotation, and to hold office till 7.09.2020 or until further orders of the Government, whichever is earlier, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

**Item No. 8 To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Chairman & Managing Director of the Company.**





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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jagdish Chander Nakra (DIN: 07676468), who was appointed as an Additional Director and Chairman & Managing Director by the Board of Directors with effect from 12<sup>th</sup> February, 2018 (A.N.) pursuant to Section 161 of the Act and Articles of Association of the Company 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 Act, received a notice from Shri Jagdish Chander Nakra himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Chairman & Managing Director of the Company, not liable to retire by rotation, and to hold office for a period of five years with effect from 12<sup>th</sup> February, 2018 (A.N.) or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

**Item No. 9 To appoint Shri Lalit Kumar Vijn (DIN: 07261231) as Director (Technical) of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Lalit Kumar Vijn (DIN: 07261231), who was appointed as an Additional Director in the capacity of Director (Technical) of the Company by the Board of Directors with effect from 2<sup>nd</sup> May, 2018 (A.N.) pursuant to Section 161 of the Act and Articles of Association of the Company 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 Act, received a notice from Shri Lalit Kumar Vijn himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (Technical) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 2<sup>nd</sup> May, 2018 (A.N.) or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting."

**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, 2018

  
(Jagdish Chander Nakra)  
Chairman & Managing Director  
and Addl. Charge-D(P) & D(F)

