

सं.सचिव /No. Secy/906/9/10

20th September, 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

विषय: 52^{वीं} वार्षिक आम बैठक के मतदान परिणाम

Sub: Voting results of 52nd Annual General Meeting

प्रिय महोदय/महोदया

Dear Sir/Madam,

In continuation to our letter dated 18th August, 2017, we would like to inform that 52nd Annual General Meeting of the Company was held on Tuesday, 19th September, 2017 and the business mentioned in the Notice dated 4th August, 2017 were transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-I.
2. Report of Scrutinizer dated 20th September, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended as Annexure-II.

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>.

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

Annexure - I

| | |
|---|----------------|
| ENGINEERS INDIA LIMITED | |
| Date of the AGM/EGM | 19-09-2017 |
| Total number of shareholders on record date | 192033 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 1 |
| Public: | 20840 |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| | | | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|---|--|--|--|--|--------|
| Resolution No. | 1 | | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon. | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | |
| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | | |
| Mode of Voting | | | | | | | | | | | |
| E-Voting | | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 | | | | 0.0000 |
| Poll | 342278140 | | 0.0000 | | 00 | | 0.0000 | | | | 0.0000 |
| Postal Ballot (if applicable) | | | 0.0000 | | 00 | | 0.0000 | | | | 0.0000 |
| Total | | 342278140 | 100 | 342278140 | 0 | 100.0000 | 100 | | | | 0 |
| Promoter and Promoter Group | | 147346281 | 79.9006 | 147346281 | 0 | 100.0000 | 0.0000 | | | | 0.0000 |
| E-Voting | | | 0.0000 | | 00 | | 0.0000 | | | | 0.0000 |
| Poll | 184411979 | | | | | | | | | | |
| Postal Ballot (if applicable) | | | 0.0000 | | 00 | | 0.0000 | | | | 0.0000 |
| Total | | 147346281 | 79.9006 | 147346281 | 0 | 100.0000 | 100 | | | | 0 |
| Public- Institutions | | 2999547 | 2.8507 | 2999027 | 520 | 99.9826 | 0.0173 | | | | |
| E-Voting | | | 0.0359 | | 37762 | | 99.9947 | | | | 0.0052 |
| Poll | 105221301 | 37764 | | | | | | | | | |
| Postal Ballot (if applicable) | | | 0.0000 | | 00 | | 0.0000 | | | | 0.0000 |
| Total | | 3037311 | 2.8866 | 3036789 | 522 | 99.9828 | 0.0172 | | | | |
| Public- Non Institutions | | 492661732 | 77.9637 | 492661210 | 522 | 99.9999 | 0.0001 | | | | |
| Total | 631911420 | | | | | | | | | | |

| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|
| Resolution No. | 2 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To consider declaration of final dividend on equity shares. | | | | | | | | | |

| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | | | |
|---|-------------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|--|--|--|
| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | | | | |
| Promoter and Promoter Group | Mode of Voting | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 | | | | | | |
| | E-Voting | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| | Poll | 342278140 | | | | | | | | | | | |
| | Postal Ballot (if applicable) | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| Public- Institutions | Total | 342278140 | 100 | 342278140 | 0 | 100.0000 | 0.0000 | | | | | | |
| | E-Voting | 149498955 | 81.0679 | 149498955 | 0 | 100.0000 | 0.0000 | | | | | | |
| | Poll | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| | Postal Ballot (if applicable) | 184411979 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| Public- Non Institutions | Total | 149498955 | 81.0679 | 149498955 | 0 | 100.0000 | 0.0000 | | | | | | |
| | E-Voting | 3000497 | 2.8516 | 3000497 | 0 | 100.0000 | 0.0000 | | | | | | |
| | Poll | 37764 | 0.0359 | 37762 | 2 | 99.9947 | 0.0052 | | | | | | |
| | Postal Ballot (if applicable) | 105221301 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| Total | 3038261 | 2.8875 | 3038259 | 2 | 99.9999 | 0.0001 | | | | | | | |
| Total | 494815356 | 78.3045 | 494815354 | 2 | 100.0000 | 0.0000 | | | | | | | |

| | | | | | | | | | | | | | |
|---|--|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|--|--|--|
| Resolution No. | 3 | | | | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint a Director in place of Shri Ajay Narayan Deshpande (DIN: 034355179), who retires by rotation and being eligible, offers himself for reappointment. | | | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | | | |
| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | | | | |
| Promoter and Promoter Group | Mode of Voting | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 | | | | | | |
| | E-Voting | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| | Poll | 342278140 | | | | | | | | | | | |
| | Postal Ballot (if applicable) | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | | | |
| Total | 342278140 | 100 | 342278140 | 0 | 100.0000 | 0.0000 | | | | | | | |

| | | | | | | | | |
|--|-------------------------------|------------------|------------------|----------------|------------------|-----------------|----------------|----------------|
| | E-Voting | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3551 | 10.6448 |
| | Poll | 184411979 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3552 | 10.6448 |
| | E-Voting | | 3000497 | 2.8516 | 2618272 | 382225 | 87.2612 | 12.7387 |
| | Poll | 105221301 | 37764 | 0.0359 | 37762 | 2 | 99.9947 | 0.0052 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 3038261 | 2.8875 | 2656034 | 382227 | 87.4195 | 12.5805 |
| | Total | 631911420 | 494815956 | 78.3045 | 478519191 | 16296165 | 96.7066 | 3.2934 |

| | | | | | | | | |
|---|--|-------------------------|--|------------------------------|----------------------------|--|--|--|
| Resolution No. | 4 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To fix remuneration of Auditors for the financial year 2017-18. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| E-Voting | | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 | |
| Poll | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| Postal Ballot (if applicable) | 342278140 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| Total | | 342278140 | 100 | 342278140 | 0 | 100 | 0 | |
| E-Voting | | 149498955 | 81.0679 | 149097651 | 401304 | 99.7315 | 0.2684 | |
| Poll | 184411979 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| Total | | 149498955 | 81.0679 | 149097651 | 401304 | 99.7316 | 0.2684 | |
| E-Voting | | 3000547 | 2.8517 | 3000027 | 520 | 99.9826 | 0.0173 | |
| Poll | 105221301 | 37764 | 0.0359 | 37022 | 742 | 98.0351 | 1.9648 | |
| Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| Total | | 3038311 | 2.8876 | 3037049 | 1262 | 99.9585 | 0.0415 | |
| Total | 631911420 | 494815406 | 78.3046 | 494412840 | 402566 | 99.9186 | 0.0814 | |

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| Resolution No. | 5 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) of the Company. | | | | | | | |

| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Category | | | | | | | | |
| | Mode of Voting | | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | 342278140 | | | | | | |
| | Postal Ballot (if applicable) | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter Group | Total | | 342278140 | 100 | 342278140 | 0 | 100 | 0 |
| | E-Voting | | 149498955 | 81.0679 | 132056561 | 17442394 | 88.3327 | 11.6672 |
| | Poll | 184411979 | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | Total | | 149498955 | 81.0679 | 132056561 | 17442394 | 88.3328 | 11.6672 |
| | E-Voting | | 3000547 | 2.8517 | 2619422 | 381125 | 87.2981 | 12.7018 |
| | Poll | 105221301 | 37764 | 0.0359 | 37762 | 2 | 99.9947 | 0.0052 |
| | Postal Ballot (if applicable) | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Total | | 3038311 | 2.8876 | 2657184 | 381127 | 87.456 | 12.544 |
| | Total | 631911420 | 494815406 | 78.3046 | 476991885 | 17823521 | 96.3979 | 3.6021 |

| Resolution No. | ORDINARY - To appoint Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) of the Company. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Category | | | | | | | | |
| | Mode of Voting | | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | 342278140 | | | | | | |
| | Postal Ballot (if applicable) | | | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter Group | Total | | 342278140 | 100 | 342278140 | 0 | 100 | 0 |
| | E-Voting | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3551 | 10.6448 |

| | Poll | 184411979 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0 | 0.0000 | 0.0000 |
|--------------------------|-------------------------------|-----------|-----------|---------|-----------|----------|---------|---------|--------|--------|
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0 | 0.0000 | 0.0000 |
| | Total | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3552 | 10.6448 | | |
| | E-Voting | | 3000547 | 2.8517 | 2619632 | 380915 | 87.3051 | 12.6948 | | |
| | Poll | 105221301 | 37764 | 0.0359 | 37762 | 2 | 99.9947 | 0.0052 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 3038311 | 2.8876 | 2657394 | 380917 | 87.4629 | 12.5371 | | |
| | Total | 631911420 | 494815406 | 78.3046 | 478520551 | 16294855 | 96.7069 | 3.2931 | | |

| Resolution No. | 7 | ORDINARY - To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent Director of the Company. | | | | | | | | | |
|--|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Category | | | | | | | | | | | |
| | E-Voting | | 342278140 | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 | | |
| | Poll | 342278140 | 0 | 0.0000 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 342278140 | 342278140 | 100 | 342278140 | 0 | 100 | 0 | | |
| | E-Voting | | 147215755 | 79.8298 | 138914219 | 8301536 | 94.3609 | 5.6390 | | | |
| | Poll | 184411979 | 0 | 0.0000 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| Public- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 147215755 | 79.8298 | 138914219 | 8301536 | 94.361 | 5.639 | | | |
| | E-Voting | | 548387 | 0.5212 | 164526 | 383861 | 30.0018 | 69.9981 | | | |
| | Poll | 105221301 | 37764 | 0.0359 | 37022 | 742 | 98.0351 | 1.9648 | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | 631911420 | 586151 | 0.5571 | 201548 | 384603 | 34.385 | 65.615 | | | |
| | Total | | 490080046 | 77.5552 | 481393907 | 8686139 | 98.2276 | 1.7724 | | | |

| Resolution No. | 8 | ORDINARY - To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (Projects) of the Company. | | | | | | | | | |
|--|---|---|--|--|--|--|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | | | | | | | | | | | |
| | | | | | | | | | | | |

| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Category | | | 342278140 | 100.0000 | 342278140 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | 342278140 | | | | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter Group | Total | | 342278140 | 100 | 342278140 | 0 | 100 | 0 |
| | E-Voting | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3551 | 10.6448 |
| | Poll | 184411979 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | Total | | 149498955 | 81.0679 | 133585017 | 15913938 | 89.3552 | 10.6448 |
| | E-Voting | | 3000547 | 2.8517 | 2619612 | 380935 | 87.3044 | 12.6955 |
| | Poll | 105221301 | 37764 | 0.0359 | 37762 | 2 | 99.9947 | 0.0052 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Total | | 3038311 | 2.8876 | 2657374 | 380937 | 87.4622 | 12.5378 |
| | Total | 631911420 | 494815406 | 78.3046 | 478520531 | 16294875 | 96.7069 | 3.2931 |



20th September, 2017

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

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4) (xii) 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 22nd May, 2017 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 & 21 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 poll process by the shareholders in respect of the below mentioned resolutions passed at the 52nd Annual General Meeting (AGM) of the Company held on 19th September, 2017.

The notice dated 4th August, 2017 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 19th September, 2017.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Computershare Private Limited for conducting remote e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 12th September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 52nd AGM of the Company.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

The voting period for remote e-Voting commenced on Friday, 15th day of September, 2017 at 9:30 am (IST) and ended on Monday, 18th August, 2017 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized and the votes cast there under were counted.

The votes cast under remote e-Voting facility were then unblocked by me at 05:04 p.m. on 19th September, 2017 in the presence of Mr. Vimal Chauhan and Mr. Shreyans Jain, who are not in the employment of the company.

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 Pvt. Ltd remote e-Voting platform and the poll papers received respectively.

I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting. Based on the results made available to me, 296 members have cast their votes on the e-voting platform and 39 members have casted their vote physically through poll papers. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

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 52nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Yours Faithfully,

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



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

Place: Ghaziabad
Date: 20/09/2017



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

| | |
|------------------------------|---|
| Agenda No. | 1 |
| Subject of resolution | To receive, consider and adopt the Audited Standalone as well as consolidated financial statements of the Company for the year ended 31 st March, 2017 and the Reports of Directors and Auditors thereon |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296* | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 291 | 37 | 328 | 492623448 | 37762 | 492661210 | 99.56 |
| Voted against | 1 | 1 | 2 | 520 | 2 | 522 | 0.01 |
| Abstained | 5 | Nil | 5 | 2153674 | Nil | 2153674 | 0.43 |
| Invalid Vote** | Nil | **1 | 1 | Nil | N.A | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

** 1 shareholder, whose details are missing in the ballot paper.

II. Resolution No. 2:-

| | |
|-------------------|---|
| Agenda No. | 2 |
| Subject | To consider declaration of final dividend on Equity Shares. |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | |
|-----------------------------|----------|
| matter of resolution | |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296 | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 295 | 37 | 332 | 494777592 | 37762 | 494815354 | 99.999 |
| Voted against | Nil | 1 | 1 | Nil | 2 | 2 | 0.00 |
| Abstained | 1 | Nil | 1 | 50 | Nil | 50 | 0.001 |
| Invalid Vote* | Nil | *1 | 1 | Nil | N.A | Nil | N.A |

* 1 shareholder, whose details are missing in the ballot paper.

III. Resolution No. 3:-

| | |
|------------------------------|--|
| Agenda No. | 3 |
| Subject of resolution | To appoint a director in place of Shri Ajay Narayan Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for reappointment. |
| Type of Resolution | Ordinary |

| | | | |
|--------------------|------------------------|---|----------------------------------|
| Particulars | Number of Votes | Number of votes contained in votes | Percentage of Total valid |
|--------------------|------------------------|---|----------------------------------|



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | Remote e-Voting | | | Physical | | | Total | Remote e-Voting | Physical | | Total | votes cast |
|------------------------|-----------------|-----|-----|----------|-----|-------|-----------|-----------------|-----------|-----------|--------|------------|
| | 296 | 238 | 37 | 39 | 275 | 37762 | | | 494815406 | 494777642 | | |
| Total Received | | | | 39 | 335 | | 494815406 | | 37764 | | 100 | |
| Voted in favour | | 238 | 37 | | 275 | | 478519191 | 478481429 | 37762 | | 96.709 | |
| Voted against | | 57 | 1 | | 58 | | 16296165 | 16296163 | 2 | | 3.29 | |
| Abstained | | 1 | Nil | | 1 | | 50 | 50 | Nil | | 0.001 | |
| Invalid Vote* | | Nil | *1 | | 1 | | Nil | Nil | N.A | | N.A | |

* 1 shareholder, whose details are missing in the ballot paper.

IV. Resolution No. 4:-

| | |
|-------------------------------------|---|
| Agenda No. | 4 |
| Subject matter of resolution | To fix remuneration of Auditors for the financial year 2017-18 |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296* | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 291 | 36 | 328 | 494375818 | 37022 | 494412840 | 99.92 |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | | | | | | | |
|-----------------------|-----|-----|-----|--------|-----|--------|------|
| Voted against | 6 | 2 | 7 | 401824 | 742 | 402566 | 0.08 |
| Abstained | Nil | Nil | N.A | Nil | Nil | N.A | N.A |
| Invalid Vote** | Nil | **1 | 1 | Nil | N.A | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

*** 1 shareholder, whose details are missing in the ballot paper.

V. Resolution No. 5:-

| | |
|------------------------------|--|
| Agenda No. | 5 |
| Subject of resolution | To appoint Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) of the Company |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | Number of votes contained in votes | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|------------------------------------|--------------|--------------------------------------|
| | Remote e-Voting | Physical | Remote e-Voting | Physical | |
| Total Received | 296* | 39** | 494777642 | 37764 | 100 |
| Voted in favour | 233 | 37 | 476954123 | 37762 | 96.40 |
| Voted against | 64 | 1 | 17823519 | 2 | 3.60 |
| Abstained | Nil | Nil | Nil | Nil | N.A |
| Invalid Vote** | Nil | **1 | 1 | N.A | N.A |
| | | | Total | Total | |
| | | | 335 | 494815406 | |
| | | | 270 | 476991885 | |
| | | | 65 | 17823521 | |
| | | | N.A | N.A | N.A |
| | | | 1 | Nil | N.A |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* 1 Shareholder who has voted both in favour & against the resolution.
** 1 shareholder, whose details are missing in the ballot paper.

VI. Resolution No. 6:-

| | |
|-------------------------------------|--|
| Agenda No. | 6 |
| Subject matter of resolution | To appoint Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296* | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 239 | 37 | 276 | 478482789 | 37762 | 478520551 | 96.71 |
| Voted against | 58 | 1 | 59 | 16294853 | 2 | 16294855 | 3.29 |
| Abstained | Nil | Nil | N.A | Nil | Nil | N.A | N.A |
| Invalid Vote** | Nil | **1 | 1 | Nil | N.A | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

** 1 shareholder, whose details are missing in the ballot paper.

VII Resolution No. 7:-

| | |
|-------------------|---|
| Agenda No. | 7 |
| Subject | To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent Director of the |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | |
|-----------------------------|-----------------|
| matter of resolution | Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296 | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 257 | 36 | 294 | 481356885 | 37022 | 481393907 | 97.29 |
| Voted against | 31 | 2 | 32 | 8685397 | 742 | 8686139 | 1.75 |
| Abstained | 8 | Nil | 8 | 4735360 | Nil | 4735360 | 0.96 |
| Invalid Vote* | Nil | *1 | 1 | Nil | N.A | Nil | N.A |

* 1 shareholder, whose details are missing in the ballot paper.

VIII. Resolution No. 8:-

| | |
|-------------------------------------|---|
| Agenda No. | 8 |
| Subject matter of resolution | To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (projects) of the Company. |
| Type of Resolution | Ordinary |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| Particulars | Number of Votes | | | Number of votes contained in votes | | | Percentage of Total valid votes cast |
|------------------------|-----------------|----------|-------|------------------------------------|----------|-----------|--------------------------------------|
| | Remote e-Voting | Physical | Total | Remote e-Voting | Physical | Total | |
| Total Received | 296* | 39 | 335 | 494777642 | 37764 | 494815406 | 100 |
| Voted in favour | 237 | 37 | 274 | 478482769 | 37762 | 478520531 | 96.71 |
| Voted against | 60 | 1 | 61 | 16294873 | 2 | 16294875 | 3.29 |
| Abstained | Nil | Nil | N.A | Nil | Nil | N.A | N.A |
| Invalid Vote** | Nil | **1 | 1 | Nil | N.A | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

** 1 shareholder, whose details are missing in the ballot paper.

Yours Faithfully,

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



Santosh Ku. Pradhan

FCS No. 6973

C.P. No. 7647

Place: Ghaziabad

Date: 20.09.2017



MGT-13
Report of Scrutinizer(s)

*[Pursuant to section 109 of the Companies Act, 2013, and rule 21(2) of the Companies
(Management and administration) Rules, 2014]*

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

The 52nd Annual General Meeting of the equity shareholders of Engineers India Limited held on Tuesday, the 19th September, 2017 at 3:00 PM at Engineers India Limited, NH-8, Sector -16, Gurugram -122001.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad - 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 52nd Annual General Meeting of the equity shareholders of Engineers India Limited, held on 19th September, 2017 at 3:00 PM, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by them.
2. The locked ballot boxes were subsequently opened in my/ our presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the company/ Registrar and Transfer Agents of the Company and the authorizations/ Proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone as well as consolidated financial statements of the Company for the year ended 31st March, 2017 and the Reports of Directors and Auditors thereon:

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total numbers of votes cast by them |
|---|-------------------------------------|
| 1 | N.A |

Resolution No.2: Ordinary resolution

To consider declaration of final dividend on Equity Shares.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|-------------------|-------------------------|----------------------------|
|-------------------|-------------------------|----------------------------|



| present and voting (in person or by proxy) | them | votes cast |
|---|------|------------|
| 1 | 2 | 0.01 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose voted were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |

Resolution No. 3: Ordinary Resolution

To appoint a director in place of Shri Ajay Narayan Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|--|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|--|
| 1 | 2 | 0.01 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose voted were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |



Resolution No. 4: Ordinary Resolution

To fix remuneration of Auditors for the financial year 2017-18.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |

Resolution No. 5: Ordinary Resolution

To appoint Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) of the Company.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:



| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) Whose voted were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |

Resolution No. 6: Ordinary Resolution

To appoint Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) of the Company.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) Whose voted were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |



Resolution No. 7: Ordinary Resolution

To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent Director of the Company.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |

Resolution No. 8: Ordinary Resolution

To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (Projects) of the Company.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 37 | 37762 | 99.99 |

(ii) Voted **against** the resolution:



| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 1 | 2 | 0.01 |

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | N.A |

Shareholders who have not completely exercised their voting rights.

5. A Compact disc (CD) Containing a list of shareholders who voted "for", "Against" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking You

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



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



Place: Ghaziabad
Date: 20.09.2017



20th September, 2017

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

Sub: Scrutinizer's Report on voting through electronics means (Remote e-Voting) conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 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 22nd May, 2017 pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to scrutinize the voting through electronic means (remote e-voting) by the shareholders in respect of the below mentioned resolutions passed at the 52nd Annual General Meeting (AGM) of the Company held on 19th September, 2017.

The notice dated 4th August, 2017 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the said AGM of the Company held on 19th September, 2017.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Computershare Private Limited, for conducting remote e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 12th September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 52nd AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 15th day of September, 2017 at 9:30 am (IST) and ended on Monday, 18th Day of September, 2017 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. The votes cast under remote e-Voting facility were then unblocked by me at 5:04 p.m. on 19th September,



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

2017 in the presence of Mr. Vimal Chauhan and Mr. Shreyans Jain, who are not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and votes tendered therein based on the data downloaded from M/s. Karvy Computershare Private Limited, remote e-Voting platform. Based on the results made available to me, 296 members have cast their votes on the remote e-voting platform and I have annexed to this report, the details of the remote e-voting results for each of the eight agenda items contained in the said notice.

Thanking You.

Yours Faithfully,

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



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

Place: Ghaziabad



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

| | |
|-------------------------------------|---|
| Agenda No. | 1 |
| Subject matter of resolution | To receive, consider and adopt the Audited Standalone as well as consolidated financial statements of the Company for the year ended 31 st March, 2017 and the Reports of Directors and Auditors thereon |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | 291 | 492623448 | 99.56 |
| Voted against | 1 | 520 | 0.01 |
| Abstained | 5 | 2153674 | 0.43 |
| Invalid votes | Nil | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

II. Resolution No. 2:-

| | |
|-------------------------------------|---|
| Agenda No. | 2 |
| Subject matter of resolution | To consider declaration of final dividend on Equity Shares. |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | 295 | 494777592 | 99.999 |
| Voted against | Nil | Nil | N.A |
| Abstained | 1 | 50 | 0.001 |
| Invalid votes | Nil | Nil | N.A |

III. Resolution No. 3:-

| | |
|-------------------|---|
| Agenda No. | 3 |
|-------------------|---|



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | |
|-------------------------------------|--|
| Subject matter of resolution | To appoint a director in place of Shri Ajay Narayan Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for reappointment. |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | 238 | 478481429 | 96.709 |
| Voted against | 57 | 16296163 | 3.29 |
| Abstained | 1 | 50 | 0.001 |
| Invalid votes | Nil | Nil | N.A |

IV. Resolution No. 4:-

| | |
|-------------------------------------|--|
| Agenda No. | 4 |
| Subject matter of resolution | To fix remuneration of Auditors for the financial year 2017-18 |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | *291 | 494375818 | 99.92 |
| Voted against | *6 | 401824 | 0.08 |
| Abstained | Nil | Nil | N.A |
| Invalid votes | Nil | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

V. Resolution No. 5:

| | |
|-------------------------------------|---|
| Agenda No. | 5 |
| Subject matter of resolution | To appoint Dr. Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) of the Company. |
| Type of Resolution | Ordinary |



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | |
|-------------------|--|
| Resolution | |
|-------------------|--|

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | *233 | 476954123 | 96.4 |
| Voted against | *64 | 17823519 | 3.60 |
| Abstained | Nil | Nil | N.A |
| Invalid votes | Nil | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

VI. Resolution No. 6:-

| | |
|-------------------------------------|---|
| Agenda No. | 6 |
| Subject matter of resolution | To appoint Mr. Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|------------------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | *239 | 478482789 | 96.71 |
| Voted against | *58 | 16294853 | 3.29 |
| Abstained | Nil | Nil | N.A |
| Invalid votes | Nil | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

VII. Resolution No. 7:-

| | |
|-------------------------------------|---|
| Agenda No. | 7 |
| Subject matter of resolution | To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent Director of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e- | Number of votes | Percentage of |
|-------------|---------------------|-----------------|---------------|
|-------------|---------------------|-----------------|---------------|



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

| | Votes | contained in remote e-votes | total valid votes cast |
|-----------------|-------|-----------------------------|------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | 257 | 481356885 | 97.29 |
| Voted against | 31 | 8685397 | 1.75 |
| Abstained | 8 | 4735360 | 0.96 |
| Invalid votes | Nil | Nil | N.A |

VIII. Resolution No. 8:-


| | |
|------------------------------|--|
| Agenda No. | 8 |
| Subject matter of resolution | To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (projects) of the Company. |
| Type of Resolution | Ordinary |

| Particulars | Number of remote e-Votes | Number of votes contained in remote e-votes | Percentage of total valid votes cast |
|-----------------|--------------------------|---|--------------------------------------|
| Total Received | 296 | 494777642 | 100 |
| Voted in favour | *237 | 478482769 | 96.71 |
| Voted against | *60 | 16294873 | 3.29 |
| Abstained | Nil | Nil | N.A |
| Invalid votes | Nil | Nil | N.A |

* 1 Shareholder who has voted both in favour & against the resolution.

Yours Faithfully,

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


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



Place: Ghaziabad
Date : 20.09.2017