

NAME: ENGINEERS INDIA LIMITED (CIN:L74899DL1965GOI004352)

SLNO	DESCRIPTION					
A	DATE OF AGM		25-08-2015			
B	BOOK CLOSURE DATE		19-08-2015 TO 25-08-2015 ( BOTH DAYS INCLUSIVE )			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		143111			
D	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		17522			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	1	0	1	233718911	69.36584
	PUBLIC	17337	184	17521	366858	0.10888
	TOTAL	17338	184	17522	234085769	69.47472
E	No. of Shareholders attended the meeting through Video conferencing is Nil.					

**Annexure**

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes 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
Resolution No. 1 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,43,95,415	0	91.3807	0
	Public-Others	3,62,07,644	14,874	0.0411	13,867	699	93.2298	4.6995
	<b>Total</b>	<b>33,69,36,600</b>	<b>28,23,16,689</b>	<b>83.7893</b>	<b>27,81,28,193</b>	<b>699</b>	<b>98.5164</b>	<b>0.0003</b>

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes 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
Resolution No. 2 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,85,80,416	0	99.9949	0
	Public-Others	3,62,07,644	14,874	0.0411	14,152	689	95.1459	4.6322
	<b>Total</b>	<b>33,69,36,600</b>	<b>28,23,16,689</b>	<b>83.7893</b>	<b>28,23,13,479</b>	<b>689</b>	<b>99.9989</b>	<b>0.0002</b>

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Resolution No. 3 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	3,96,62,630	89,17,786	81.6391	18.3558
	Public-Others	3,62,07,644	14,874	0.0411	13,223	1,343	88.9001	9.0292
	Total	33,69,36,600	28,23,16,689	83.7893	27,33,94,764	89,19,129	96.8397	3.1593

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Resolution No. 4 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,41,55,805	44,24,611	90.8875	9.1073
	Public-Others	3,62,07,644	14,874	0.0411	13,303	1,263	89.4379	8.4913
	Total	33,69,36,600	28,23,16,689	83.7893	27,78,88,019	44,25,874	98.4313	1.5677

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares $(3) = \frac{[(2)/(1)]}{J} * 100$	No. of Votes - in Favour (4)	No. of Votes - Against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Resolution No. 5 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,85,46,149	34,267	99.9243	0.0705
	Public-Others	3,62,07,644	14,874	0.0411	13,758	808	92.4970	5.4323
	Total	33,69,36,600	28,23,16,689	83.7893	28,22,78,818	35,075	99.9876	0.0124

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares $(3) = \frac{[(2)/(1)]}{J} * 100$	No. of Votes - in Favour (4)	No. of Votes - Against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Resolution No. 6 - Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public - Institutional holders	6,70,10,045	4,85,82,904	72.5010	3,96,77,875	89,02,541	81.6704	18.3244
	Public-Others	3,62,07,644	14,874	0.0411	13,629	937	91.6297	6.2996
	Total	33,69,36,600	28,23,16,689	83.7893	27,34,10,415	89,03,478	96.8453	3.1538

\* Includes shareholders who have not completely exercised their voting rights.



Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares $(3) = \frac{[(2)/(1)]}{J} * 100$	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Resolution No. 7 – Special Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public – Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,83,67,416	0	99.5565	0
	Public-Others	3,62,07,644	14,874	0.0411	13,579	937	91.2935	6.2996
	Total	33,69,36,600	28,23,16,689	83.7893	28,20,99,906	937	99.9232	0.0003

\* Includes shareholders who have not completely exercised their voting rights.

Details of Resolution	Promoter/Pu blic	No. of Shares Held	No. of Votes Polled*	% of Votes on outstanding Shares $(3) = \frac{[(2)/(1)]}{J} * 100$	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Resolution No. 8 – Ordinary Resolution	Promoter and Promoter Group	23,37,18,911	23,37,18,911	100	23,37,18,911	0	100	0
	Public – Institutional holders	6,70,10,045	4,85,82,904	72.5010	4,60,00,079	25,80,337	94.6837	5.3112
	Public-Others	3,62,07,644	14,874	0.0411	13,426	1,140	90.2649	7.6644
	Total	33,69,36,600	28,23,16,689	83.7893	27,97,32,416	25,81,477	99.0846	0.9144

\* Includes shareholders who have not completely exercised their voting rights.



**SANTOSH KUMAR PRADHAN**  
Company Secretaries

26<sup>th</sup> August, 2015

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 Listing Agreement 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, 8<sup>th</sup> 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 1, Bhikaji Cama Place, New Delhi-110 066 vide resolution dated 30.06.2015 pursuant to the provisions of the Listing Agreement 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 50<sup>th</sup> Annual General Meeting (AGM) of the Company held on 25<sup>th</sup> August, 2015.

The notice dated July 10, 2015 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 25<sup>th</sup> August, 2015.

The Company has availed the voting through electronic means (remote e-voting) facility offered by Karvy Computershare Pvt. Ltd, 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. 18<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 50<sup>th</sup> AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 21<sup>st</sup> August, 2015 at 9:30 am (IST) and ended on Monday, 24<sup>th</sup> August, 2015 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 12:00 noon on 25<sup>th</sup> August, 2015 in the presence of Mr. Mohit Bajaja and Mr. Abhishek Raj Singh, who are not in the employment of the company.



706, 8<sup>th</sup> Floor, K. M. Trade Tower, Hotel Radisson Blu,  
Kaushambi, Ghaziabad, U.P. 201010.  
Tel: 91-120-472 7777, e-mail: info@kritiadvisory.com

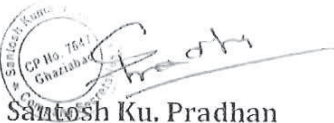


SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and votes tendered therein based on the data downloaded from the Karvy Computershare Pvt. Ltd's remote e-Voting platform. Based on the results made available to me, 168 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 Financial Statements (including audited consolidated financial statements) for the year ended 31 <sup>st</sup> March, 2015 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	168	282311071	N.A
Voted in favour	155	278122608	99.9997
Voted against	04	699	0.0003
Invalid votes	09	4187764	N.A





SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

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	168	282311071	N.A
Voted in favour	164	282307894	99.9998
Voted against	03	689	0.0002
Invalid Votes	01	2488	N.A



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.
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	168	282311071	N.A
Voted in favour	100	273389179	96.8406
Voted against	65	8919129	3.1594
Invalid Votes	03	2763	N.A



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.
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	168	282311071	N.A
Voted in favour	112	277882434	98.4323
Voted against	53	4425874	1.5677
Invalid Votes	03	2763	N.A



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To fix the remuneration of Auditors for the financial year 2015-16.
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	168	282311071	N.A
Voted in favour	160	282273233	99.9876
Voted against	05	35075	0.0124
Invalid Votes	03	2763	N.A





SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To appoint Shri Ashwani Soni (DIN: 06962014) 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	168	282311071	N.A
Voted in favour	106	273404830	96.8462
Voted against	59	8903478	3.1538
Invalid votes	03	2763	N.A



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

VII. Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	To approve material related party transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL).
Type of Resolution	Special

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	168	282311071	N.A
Voted in favour	157	282094321	99.9997
Voted against	07	937	0.0003
Invalid votes	04	215813	N.A




SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing Director of the Company.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total votes cast
Total Received	168	282311071	N.A
Voted in favour	152	279726831	99.0856
Voted against	13	2581477	0.9144
Invalid votes	03	2763	N.A

Yours Faithfully,  
For Santosh Kumar Pradhan  
(Practicing Company Secretary)

  
Santosh Ku. Pradhan

FCS No. 6973  
C.P. No. 7647  
Place: Ghaziabad



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 50<sup>th</sup> Annual General Meeting of the equity Shareholders of Engineers India limited held on Tuesday, the 25<sup>th</sup> August, 2015 at 10:30 AM at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110010.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8<sup>th</sup> 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 50<sup>th</sup> Annual General meeting of the equity shareholders of Engineers India Limited, held on 25<sup>th</sup> August, 2015 at 10:30 AM, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman 4 (Four) 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:

**(a) Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31<sup>st</sup> March, 2015 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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



**(b) 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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



**(c) Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



(d) Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.

(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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.





**(e) Resolution No. 5: Ordinary Resolution**

To fix the remuneration of Auditors for the financial year 2015-16.

(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
126	5585*	100

(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
Nil	Nil	N.A

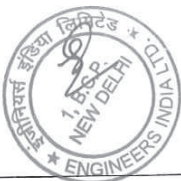
(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



**(f) Resolution No. 6: Ordinary Resolution**

To appoint Shri Ashwani Soni (DIN: 06962014) 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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\*It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



**(g) Resolution No. 7: Special Resolution**

To approve material related party transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL).

(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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



**(h) Resolution No. 8: Ordinary Resolution**

To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing 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
126	5585*	100

(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
Nil	Nil	N.A

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
6**	32*

\*Reflects shareholders who have not completely exercised their voting rights.

\*\* It includes:

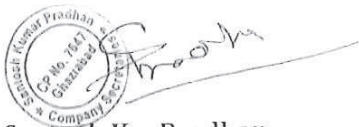
1. One ballot paper which is unsigned.
2. One ballot paper in which signature not matched.
3. Four ballot papers whose Folio Number mentioned in polling paper is incorrect.



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 Company Secretary/ Director authorized by the board for safe keeping.

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

A circular stamp with the text "Santosh Kumar Pradhan", "C.P. No. 7647", "Ghaziabad", and "Company Secretary" around the perimeter. A handwritten signature is written over the stamp.

**Santosh Ku. Pradhan**  
FCS No. 6973  
C.P. No. 7647  
Place: Ghaziabad  
Date: 25.08.2015







**SANTOSH KUMAR PRADHAN**  
Company Secretaries

26<sup>th</sup> August, 2015

The Chairman  
Engineers India Limited,  
Engineers India Bhawan,  
1, Bhikaiji 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 Listing Agreement 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, 8<sup>th</sup> 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 1, Bhikaiji Cama Place, New Delhi-110 066 vide resolution dated 30.06.2015 pursuant to the provisions of the Listing Agreement 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 50<sup>th</sup> Annual General Meeting (AGM) of the Company held on 25<sup>th</sup> August, 2015.

The notice dated 10<sup>th</sup> July, 2015 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 25<sup>th</sup> August, 2015.

The Company has availed the voting through electronic means (remote e-voting) facility offered by Karvy Computershare Pvt. Ltd, 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. 18<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 50<sup>th</sup> AGM of the Company.



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

The voting period for remote e-Voting commenced on Friday, 21<sup>st</sup> August, 2015 at 9:30 am (IST) and ended on Monday, 24<sup>th</sup> August, 2015 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 12.00 noon on 25<sup>th</sup> August, 2015 in the presence of Mr. Mohit Bajaj and Mr. Abhishek Raj Singh, 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's 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, 168 members have cast their votes on the e-voting platform and 132 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 50<sup>th</sup> 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



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

Annexure

**I Resolution No. 1:-**

<b>Agenda No.</b>	1
<b>Subject of matter of resolution</b>	To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31 <sup>st</sup> March, 2015 and the Reports of Directors and Auditors thereon.
<b>Type of Resolution</b>	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	
<b>Total Received</b>	168	132	300	282311071	5618	282316689	N.A.
<b>Voted in favour (i)</b>	155	126	281	278122608	5585*	278128193	99.9997
<b>Voted against (ii)</b>	04	NIL	04	699	NIL	699	0.0003
<b>Invalid Vote (iii)</b>	09	06	15	4187764	32	4817796	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.





**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**II. Resolution No. 2:-**

<b>Agenda No.</b>	2
<b>Subject matter of resolution</b>	To consider declaration of final dividend on equity shares.
<b>Type of Resolution</b>	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	
<b>Total Received</b>	168	132	300	282311071	5618	282316689	N.A.
<b>Voted in favour (i)</b>	164	126	290	282307894	5585*	282313479	99.9998
<b>Voted against (ii)</b>	03	NIL	03	689	NIL	689	0.0002
<b>Invalid Vote (iii)</b>	01	06	07	2488	32*	2520	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.





**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**III. Resolution No. 3:-**

<b>Agenda No.</b>	3
<b>Subject matter of resolution</b>	To appoint a Director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.
<b>Type of Resolution</b>	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	
<b>Total Received</b>	168	132	300	282311071	5618	282316689	N.A.
<b>Voted in favour (i)</b>	100	126	226	273389179	5585*	273394764	96.8407
<b>Voted against (ii)</b>	65	NIL	65	8919129	NIL	8919129	3.1593
<b>Invalid Vote (iii)</b>	03	06	09	2763	32*	2795	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**IV. Resolution No. 4:-**

<b>Agenda No.</b>	4
<b>Subject of resolution</b>	To appoint a Director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.
<b>Type of Resolution</b>	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	168	132	300	282311071	5618	282316689	N.A.
Voted in favour (i)	112	126	238	277882434	5585*	277888019	98.4323
Voted against (ii)	53	NIL	53	4425874	NIL	4425874	1.5677
Invalid Vote (iii)	03	06	09	2763	32*	2795	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.



V. Resolution No. 5:-

Agenda No.	5
Subject of matter of resolution	To fix the remuneration of Auditors for the financial year 2015-16.
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	168	132	300	282311071	5618	282316689	N.A.
Voted in favour (i)	160	126	286	282273233	5585*	282278818	99.9876
Voted against (ii)	05	NIL	05	35075	NIL	35075	0.0124
Invalid Vote (iii)	03	06	09	2763	32*	2795	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.



SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES

VI. Resolution No. 6:-

Agenda No.	6
Subject of matter of resolution	To appoint Shri Ashwani Soni (DIN: 06962014) as Director (Projects) 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	168	132	300	282311071	5618	282316689	N.A.
Voted in favour (i)	106	126	232	273404830		273410415	96.8462
Voted against (ii)	59	NIL	59	8903478		8903478	3.1538
Invalid Vote (iii)	03	06	09	2763		2795	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.





**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**VII. Resolution No. 7:-**

<b>Agenda No.</b>	7
<b>Subject matter of resolution</b>	To approve material related party transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL).
<b>Type of Resolution</b>	Special

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	
<b>Total Received</b>	168	132	300	282311071	5618	282316689	N.A.
<b>Voted in favour (i)</b>	157	126	283	282094321		282099906	99.9997
<b>Voted against (ii)</b>	07	NIL	07	937		937	0.0003
<b>Invalid Vote (iii)</b>	04	06	10	215813		215845	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

**VIII. Resolution No. 8:-**

Agenda No.	8
Subject matter of resolution	To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing Director 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	168	132	300	282311071	5618	282316689	N.A.
Voted in favour (i)	152	126	278	279726831	5585*	279732416	99.0856
Voted against (ii)	13	NIL	13	2581477	NIL	2581477	0.9144
Invalid Vote (iii)	03	06	09	2763	32*	2795	N.A.

\* Reflects shareholders who have not completely exercised their voting rights.

Yours Faithfully,  
For Santosh Kumar Pradhan  
(Practicing Company Secretary)

Santosh Ku. Pradhan  
FCS No. 6973  
C.P. No. 7647  
Place: Ghaziabad

