



## Notice

Notice is hereby given that the 47<sup>th</sup> Annual General Meeting of the Members of Engineers India Limited will be held on Thursday, the 30<sup>th</sup> day of August, 2012 at 10.00 A.M. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi - 110 010 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2012 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. To consider declaration of final dividend.
3. To appoint a director in place of Shri U.N. Bose, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. Avinash Chandra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Shri A.K. Purwar, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a director in place of Shri P. Mahajan, who retires by rotation and being eligible, offers himself for re-appointment.
7. To fix remuneration of Auditors for the financial year 2012-13 and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“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 Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2012-13.”

### SPECIAL BUSINESS

8. To consider and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** Shri Sanjay Gupta, who was appointed as an Additional Director, in the capacity of Director (Commercial) by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from Shri Sanjay Gupta himself in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

9. To consider and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** Shri Bijoy Chatterjee, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Shri Bijoy Chatterjee for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

10. To consider and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** Dr. R.K. Shevgaonkar, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Dr. R.K. Shevgaonkar for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

11. To consider and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** Dr. J.P. Gupta, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Dr. J.P. Gupta for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

By order of the Board

(Rajan Kapur)  
Company Secretary

Place : New Delhi  
Date: July 16, 2012



## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. The Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 setting out the material facts in respect of business under item nos. 8 to 11 is annexed herewith.
3. Members are requested to:-
  - (i) bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
  - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
  - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 23<sup>rd</sup> day of August, 2012 to Thursday, the 30<sup>th</sup> day of August, 2012 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 47<sup>th</sup> Annual General Meeting of the Company will be paid to those shareholders whose names appear:
  - a) As Beneficial Owners as at the end of the business hours on August 22, 2012 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
  - b) As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before August 22, 2012.
7. Members holding shares in physical form are requested to notify immediately Change of Address, if any, quoting their Folio Number to M/s Karvy Computershare Private Limited at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad-500081 (Tel. No. 040-44655000, Fax No. 040-23420814, Email: einward.ris@karvy.com, Website: www.karvy.com/www.karvycomputershare.com) or at 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi-110 001 (Tel No. 011-43681700, Fax No. 011-43681710, Email: delhi@karvy.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic/Demat form are requested to notify any change of address and change of Bank Account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL/CDSL.
8. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to provide their Bank Account Number, Name and address of the Bank / Branch to the Registrar and Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited in respect of shares held in physical mode and to their respective DPs for demat mode to enable them to incorporate the same in the dividend warrant.
9. Shareholders may avail the facility of National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) for receiving direct credit of Dividend to their accounts with the Banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrant.
10. The balance lying in the unpaid dividend account of the Company in respect of dividend declared on 15.09.2005 for the financial year 2004-2005 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 14.10.2012 (tentative date). Members who have not encashed their dividend warrants pertaining to the said year may approach to the Company or its Registrar and Share Transfer Agent for obtaining the payments thereof upon completion of necessary formalities in the said behalf before 30th September, 2012. No claim shall lie against the Company or IEPF, once the dividend is deposited in IEPF.
11. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10.30 A.M. to 12.30 P. M. prior to the Annual General Meeting.
12. Pursuant to the requirements of Corporate Governance, a brief resume of the Directors proposed for appointment/re-appointment are annexed with the Notice.
13. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting to Company Secretary at the Registered Office of the Company so that the same may be attended to appropriately.
14. Members may kindly note that the Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative in the Corporate Governance" in view of circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is posted on the website of the Company at www.engineersindia.com. Further, an appeal was also made to the Members in this regard in the Annual Report of the Company for the financial year 2010-11. Since the Company is committed towards Green Initiative, it is earnestly requested again that the Members who have yet not registered/updated their e-mail ids may notify the same by filling up the Registration Form sent vide "Appeal to Members" dated July 16, 2012.
15. **No Gifts shall be distributed in the Annual General Meeting or afterwards.**

By order of the Board

(Rajan Kapur)  
Company Secretary

Place: New Delhi  
Date: July 16, 2012



## Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

### Item No. 8

Shri Sanjay Gupta was appointed as Additional Director in the capacity of Director (Commercial) w.e.f. 1.07.2012 by the Board of Directors of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, Article 83 and 93-A of the Articles of Association of the Company and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/8/2010-CA dated 19.03.2012. In terms of Section 260 of the Companies Act, 1956, he shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Sanjay Gupta under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of the Company. Brief resume of Shri Sanjay Gupta has been given in the Annexure to the Notice of 47<sup>th</sup> Annual General Meeting.

Your Directors recommend the resolution for approval of members.

None of the Directors, except Shri Sanjay Gupta, is interested in the resolution.

### Item Nos. 9 to 11

Shri Bijoy Chatterjee, Dr. R.K. Shevgaonkar and Dr. J.P. Gupta were appointed as Additional Directors [Non-official part-time (Independent)] w.e.f. 4.07.2012 by the Board of Directors of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, Article 83 and 93-A of the Articles of Association of the Company and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No.C-31018/2/2010-CA dated 4.07.2012.

In terms of Section 260 of the Companies Act, 1956, these additional directors shall hold office up to the date of this Annual General Meeting. The Company has received valid notices along with requisite deposit from the Members under Section 257 of the Companies Act, 1956 proposing their candidature for the office of Directors. In view of the background and vast experience, it will be in the interest of the Company that they continue as Directors of the Company. Brief resume of these Directors have been given in the Annexure to the Notice of 47<sup>th</sup> Annual General Meeting. Shri Bijoy Chatterjee, Dr. R.K. Shevgaonkar and Dr. J.P. Gupta, Non-official part-time (Independent) Directors have disclosed that they are not holding any shares in the Company.

Your Directors recommend the resolutions for approval of members.

None of the Directors, except the directors who are proposed to be appointed, are interested in the resolutions.

By order of the Board

(Rajan Kapur)  
Company Secretary

Place: New Delhi  
Date: July 16, 2012