

CONFIDENTIAL**MINUTES OF 49th ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED (EIL) HELD ON THURSDAY, THE 28TH DAY OF AUGUST, 2014 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, DELHI CANTT., NEW DELHI - 110 010.**

DIRECTORS PRESENT

Shri A.K. Purwaha	Chairman and Managing Director, In the Chair
Shri Ram Singh	Director (Finance)
Shri D. Moudgil	Director (Projects)
Shri Sanjay Gupta	Director (Commercial)
Ms. Veena Swaup	Director (HR)
Shri Ajay N. Deshpande	Director (Technical)

Shri Rajan Kapur, Company Secretary, Shri M. Verma & Shri M. Gandhi, Partners, M/s M. Verma & Associates, Chartered Accountants, Statutory Auditors of the Company, Shri Pawan Kumar, Authorized Representative of the President of India, a Shareholder of the Company and Shri Santosh Kumar Pradhan, Practicing Company Secretary, the scrutinizer to scrutinize the e-voting process as well as voting at the AGM were also present.

16073 members, in person or through proxy, marked their attendance. These included the nominee of the Government of India holding 69.37% of Shares of the Company and the bodies corporate through their authorized representatives.

Shri A.K. Purwaha, Chairman of the Board of Directors of the Company, took the chair and welcomed the members to 49th Annual General Meeting of the Company. He introduced the officials sitting on the dais and welcomed the statutory Auditors.

The Chairman declared that the requisite quorum was present, called the meeting to order and commenced the proceedings.

The Chairman informed the members that the Register of Directors' Shareholding and other necessary statutory records were available and open for inspection at the meeting.

With the consent of all the members present, the Notice dated 25th July, 2014 convening the meeting together with the Financial Statements and Directors' Report, the copies of which were with the members, were taken as read.

The Chairman read out his speech, copies of which had been circulated amongst the members present at the meeting.

Thereafter, as directed by the Chairman, the Company Secretary read out the Independent Auditors' Report and Comments of Comptroller & Auditor General of India on Annual Accounts of the Company for the financial year 2013-2014. It was agreed that the Annexure to the Auditors' Report would be taken as read.

Thereafter, the Chairman briefed about e-voting and shared that pursuant to the provisions of Listing Agreement and Companies Act, 2013, the company had provided e-voting facility in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 to the shareholders. The shareholders holding shares as on cut-off date i.e. 18.07.2014 were entitled to vote on the proposed resolutions of this Annual General Meeting. The e-voting period remained open from 22.08.2014 to 24.08.2014. The Scrutinizer, Shri Santosh Kumar Pradhan, Practicing Company Secretary, who was appointed to carry out independently the e-voting in a fair and transparent manner, had submitted the report on the electronic voting to the Chairman before the Annual General Meeting. In order to provide similar voting rights to the members present in person and through proxies, opportunity to vote would be provided in proportion to the shares held by members as on the cut-off date i.e.18.07.2014. Those who had already cast their votes through e-voting were advised not to vote again as per the statutory provisions.

He then requested the Company Secretary to read the items of Business of the meeting and inform the process of ballot voting. The Company Secretary then read out the items of the Business of the meeting to be transacted at the Annual General Meeting. He explained procedure for polling and also stated that the polling would be opened for 30 minutes from the time of announcement.

The Chairman then ordered the poll on all resolutions as set out in Item nos. 1 to 5 of the Notice of the 49th Annual General Meeting and requested the scrutinizer to conduct the poll.

Shri Santosh Kumar Pradhan, Scrutinizer, conducted the Poll which included distribution of polling papers, showing empty polling boxes to the members, locking and sealing of empty polling boxes in the presence of members and proxies.

Thereafter, Chairman asked the members whether they would like to have any clarification or explanation regarding the annual accounts or operations of the Company. The members, in general, expressed their confidence on the Board of Directors and appreciated the Management and working of the Company.

After ensuring that all members and proxies participating in the poll had casted their votes, the ballot boxes were sealed by the scrutinizer.

Thereafter, sharing the manner in which the results of voting will be compiled, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that on receipt of the Scrutinizer's report on the poll conducted, the results of voting would be declared on 29th August, 2014. The results to be declared for each resolution would indicate separately the votes on the poll and electronic voting and would be immediately intimated to the BSE and NSE. He further informed that the results would also be uploaded on the Company's website and Registrar and Share Transfer Agent's website with the respective reports of the scrutinizer for electronic voting and the poll voting.

All the voting having being completed, the Chairman announced the formal closure of 49th Annual General Meeting of the Company.

The Chairman requested Shri Rajan Kapur, Company Secretary to propose a Vote of Thanks. Shri Rajan Kapur, thereafter, proposed a Vote of Thanks.

On the basis of the Scrutinizer Report for the e-voting dated 27.08.2014 and the Scrutinizer's report for the Poll at the Annual General Meeting held on 28.08.2014, the summary of which is mentioned hereunder, the Chairman announced the results of the voting on 29.8.2014 that all the resolutions as set out in Item nos. 1 to 5 in the Notice of the 49th Annual General Meeting of the Company have been duly passed by the requisite majority:

Brief Particulars of the Consolidated Report of the Scrutinizer for the electronic voting and the Poll:

ORDINARY BUSINESS:

Item No. 1	To receive, consider and adopt the audited Statement of Profit & Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	155	107	262	25,83,89,151	2,06,33,016	27,90,22,167	99.71940
Voted against (ii)	1	1	2	750	50	800	0.00028
Abstained from voting (iii)	3	-	3	6,18,050	--	6,18,050	0.22089
Less Voted* (iv)	5	2	7	1,66,280	4	1,66,284	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	---	--	--	25,91,74,231	2,06,33,070	27,98,07,301	100

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

Item No. 2	To consider declaration of final dividend.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (I)	157	106	261	25,90,07,151	2,06,32,416	27,96,39,567	99.94005
Voted against (II)	1	2	3	750	650	1,400	0.00050
Abstained from voting (III)	1	--	1	50	--	50	0.00002
Less Voted* (iv)	5	2	7	1,66,280	4	1,66,284	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (I+v)	---	--	--	25,91,74,231	2,06,33,070	27,98,07,301	100

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

Item No. 3	To appoint a director in place of Shri Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted In favour (I)	*116	106	222	25,21,71,861	2,06,32,916	27,28,04,777	97.49738
Voted against (II)	*44	2	46	68,36,040	150	68,36,190	2.44318
Abstained from voting (III)	1	--	1	50	--	50	0.00002
Less Voted** (iv)	5	2	7	1,66,280	4	1,66,284	0.05942
Invalid Vote (v)	--	4	4	--	--	--	--
Total (I+v)	--	--	--	25,91,74,231	2,06,33,070	27,98,07,301	100

* Includes 2 shareholders who have not exercised all their votes in the same manner.

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

Item No. 4	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 Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted In favour (i)	*116	106	222	25,21,71,861	2,06,32,916	27,28,04,777	97.49738
Voted against (II)	*44	2	46	68,36,050	150	68,36,200	2.44318
Abstained from voting (Iii)	1	--	1	50	--	50	0.00002
Less Voted** (iv)	5	2	7	1,66,270	4	1,66,274	0.05942
Invalid Vote (v)	--	4	4	--	--	--	--
Total (I+v)	--	--	--	25,91,74,231	2,06,33,070	27,98,07,301	100

* Includes 2 shareholders who have not exercised all their votes in the same manner.

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

Item No. 5	To fix remuneration of Auditors for the financial year 2014-15.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total
	e-Voting	Physical	Total	e-Voting	Physical	Total	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted In favour (I)	148	107	255	25,87,37,935	2,06,33,016	27,93,70,951	99.84405

Voted against (ii)	10	1	11	2,69,956	50	2,70,006	0.09650
Abstained from voting (iii)	1	--	1	50	--	50	0.00002
Less Voted (iv)	*5	2	7	1,66,290	4	1,66,294	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	--	--	--	25,91,74,231	2,06,33,070	27,98,07,301	100

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

The resolutions as set out in Item nos. 1 to 5 in the Notice of the 49th Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 49th Annual General Meeting held on 28th August, 2014:

ORDINARY BUSINESS:

Item No. 1 To receive, consider and adopt the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with Reports of the Directors and Auditors thereon.

Ordinary Resolution:

"RESOLVED THAT the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2014, the Balance Sheet as on that date, the Directors' Report (along with the Annexures thereto), the report of Statutory Auditors thereto and the comments of the Comptroller and Auditor General of India, be and are hereby received, approved and adopted."

Item No. 2 To consider declaration of final Dividend.

Ordinary Resolution:

"RESOLVED THAT dividend @ ₹ 3 per share (on the face value of ₹ 5 each) of the Company as recommended by the Board of Directors for the financial year 2013-14 be and is hereby approved and declared."

Item No. 3 To appoint a director in place of Shri Ram Singh (DIN:02942267), who retires by rotation and being eligible, offer himself for re-appointment.

Ordinary Resolution:

"RESOLVED THAT Shri Ram Singh (DIN:02942267), Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 4 To appoint a director in place of Ms. Veena Swarup (DIN:06388817), who retires by rotation and being eligible, offer himself for re-appointment.

Ordinary Resolution:

"RESOLVED THAT Ms. Veena Swarup (DIN:06388817), Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 5 To fix remuneration of Auditors for the financial year 2014-15.

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 M/s M. Verma & Associates, Chartered Accountants, who have been appointed as Statutory Auditors of the Company for the financial year 2014-2015 by the Comptroller and Auditor General of India."

All the above resolutions, which were put to vote, were passed with requisite majority.

Place: New Delhi
Date: 23rd September, 2014

Sd/-
(A.K. Purwaha)
Chairman & Managing Director