

सं.सचिव/No. Secy/906/9/10

27.09.2019

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
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विषय: 54वीं वार्षिक आम बैठक के मतदान परिणाम
Sub: Voting results of 54th Annual General Meeting

प्रिय महोदय/महोदया
 Dear Sir/Madam,

This is to inform that 54th Annual General Meeting of the Company was held on Thursday, 26th September, 2019 and the business mentioned in the Notice dated 9th August, 2019 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 27th September, 2019, 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,

Narendra Kumar

नरेंद्र कुमार/ Narendra Kumar
 अनुपालन अधिकारी/Compliance Officer

संलग्नक : यथोक्त/Encl: As above

सर्व शिक्षा अभियान



उत्कृष्टता का आधार - हमारे कर्म **Delivering Excellence Through People**
 पंजीकृत कार्यालय / Regd. Office - फोन / Phone : +91-11-26762121 (EPABX)
 CIN : L74899DL1965GOI004352 Website : www.engineersindia.com
 Follow us : [f /EngineersIND](https://www.facebook.com/EngineersIND) [@EngineersIND](https://www.twitter.com/EngineersIND) [in /company/engineers-india-limited](https://www.linkedin.com/company/engineers-india-limited)



दिल्ली देश की एकता की कड़ी है।

	ENGINEERS INDIA LIMITED
Date of the AGM/EGM	26-09-2019
Total number of shareholders on record date	197036
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	7725
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,904,889	9,111	99.9942	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,904,889	9,111	99.9942	0.0058
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	796,960	1,376	99.8276	0.1723
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	824,317	1,376	99.8334	0.1666
Total		631,911,420	487,303,686	77.1682	487,293,199	10,487	99.9978	0.0022

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend for the financial year ended 31.03.2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	797,986	0.8084	796,975	1,011	99.8733	0.1266
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,343	0.8361	824,332	1,011	99.8775	0.1225
Total		631,911,420	487,803,338	77.1158	437,302,325	1,011	99.9998	0.0002

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri Vipin Chander Bhandari (DIN 07550501), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	794,953	3,383	99.5762	0.4237
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	822,310	3,383	99.5903	0.4097
Total		631,911,420	487,303,686	77.1158	487,303,303	3,383	99.9993	0.0007

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri Lalit Kumar Vijh (DIN 07261231), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	794,909	3,427	99.5707	0.4292
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	822,266	3,427	99.5850	0.4150
Total		631,911,420	487,303,686	77.1158	487,300,259	3,427	99.9993	0.0007

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To authorize Board of Directors of the Company to fix remuneration of Auditors for the Financial Year 2019-20.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,720,002	193,998	99.8771	0.1228
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,720,002	193,998	99.8771	0.1229
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	795,919	2,417	99.6972	0.3027
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	823,276	2,417	99.7073	0.2927
Total		631,911,420	487,303,686	77.1158	487,107,271	196,415	99.9597	0.0403

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Sunil Bhatia (DIN 08259936) as Director (Finance) of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	797,596	0.8080	795,527	2,069	99.7405	0.2594
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		824,953	0.8357	822,884	2,069	99.7492	0.2508
Total		631,911,420	487,302,946	77.1157	487,300,877	2,069	99.9996	0.0004

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Dr. Prof. Mukesh Khare (DIN 02029807) as Non-official Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	155,805,380	2,108,620	98.6647	1.3352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	155,805,380	2,108,620	98.6647	1.3352
Public- Non Institutions	E-Voting	98,711,297	797,596	0.8080	463,504	334,092	58.1126	41.8873
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		824,953	0.8357	490,861	334,092	59.5017	40.4983
Total		631,911,420	487,302,946	77.1157	484,860,234	2,442,712	99.4987	0.5013

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mrs. Arusha Vasudev DIN (07370575) as Non-official Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	135,585,844	22,328,156	85.8605	14.1394
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	135,585,844	22,328,156	85.8606	14.1394
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	464,186	334,150	58.1441	41.8558
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	491,543	334,150	59.5310	40.4690
Total		631,911,420	487,303,686	77.1158	464,641,380	22,662,306	95.3494	4.6506

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Shri V.K. Deshpande (DIN 01200938) as Non-official Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	155,805,380	2,108,620	98.6647	1.3352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	155,805,380	2,108,620	98.6647	1.3352
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	794,911	3,425	99.5709	0.4290
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	822,268	3,425	99.5852	0.4148
Total		631,911,420	437,303,686	77.1158	435,191,641	2,112,045	98.5666	0.4334

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Shri Umesh Chandra Pandey (DIN 01185085) as Non-official Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	797,596	0.8080	794,911	2,685	99.6633	0.3366
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		824,953	0.8357	822,268	2,685	99.6745	0.3255
Total		631,911,420	487,302,946	77.1157	437,300,261	2,685	99.9994	0.0006

Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Sanjeev Kumar Handa (DIN 07223761) as Director (Projects) of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	131,304,893	26,609,107	83.1496	16.8503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	131,304,893	26,609,107	83.1496	16.8504
Public- Non Institutions	E-Voting	98,711,297	797,596	0.8080	795,027	2,569	99.6779	0.3220
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		824,953	0.8357	822,384	2,569	99.6886	0.3114
Total		631,911,420	487,302,946	77.1157	460,691,270	26,611,676	94.5390	5.4610

Resolution No.	12							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Bollavaram Nagabhushana Reddy (DIN 08389048) as Director (Government Nominee) of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	795,346	2,990	99.6254	0.3745
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	822,703	2,990	99.6379	0.3621
Total		631,911,420	487,303,686	77.1158	437,300,696	2,990	99.9994	0.0006

Resolution No.	13							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri M. Arulmurugan (DIN 08512516) as Non- official Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	157,914,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	157,914,000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	795,236	3,100	99.6116	0.3883
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	822,593	3,100	99.6246	0.3754
Total		631,911,420	437,303,686	77.1158	437,300,586	3,100	99.9894	0.0006

Resolution No.	14							
Resolution required: (Ordinary/ Special)	SPECIAL - To alter the Articles of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	328,563,993	328,563,993	100.0000	328,563,993	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		328,563,993	100.0000	328,563,993	0	100.0000	0.0000
Public- Institutions	E-Voting	204,636,130	157,914,000	77.1682	149,348,593	8,565,407	94.5759	5.4240
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		157,914,000	77.1682	149,348,593	8,565,407	94.5759	5.4241
Public- Non Institutions	E-Voting	98,711,297	798,336	0.8088	464,253	334,083	58.1525	41.8474
	Poll		27,357	0.0277	27,357	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		825,693	0.8365	491,610	334,083	59.5391	40.4609
Total		631,911,420	487,303,686	77.1158	478,404,196	3,899,490	98.1737	1.8263



27th September, 2019

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 17th May, 2019 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 54th Annual General Meeting (AGM) of the Company held on 26th September, 2019.

The notice dated 9th August, 2019 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 26th September, 2019.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Fintech 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. 19th September, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 14 in the notice convening of the 54th AGM of the Company.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

The voting period for remote e-Voting commenced on Monday, 23rd day of September, 2019 at 9:30 am (IST) and ended on Wednesday, 25th September, 2019 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 04.05 p.m. on 26th September, 2019 in the presence of Mr. Shubham Tandon and Mr. Ajay 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 Fintech 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, 270 members have cast their votes on the e-voting platform and 24 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 54th 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: 27/09/2019



**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 Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.
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	270	24	294	487276329	27357	487303686	100
Voted in favour	262	23	285	487265842	27357	487293199	99.99
Voted against	6	Nil	6	10487	Nil	10487	0.01
Abstain Votes*	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted**	Nil	2	2	Nil	N.A	N.A	N.A
Invalid Votes***	Nil	1	1	Nil	N.A	N.A	N.A

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To declare final dividend for the financial year ended 31.03.2019.
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	270	24	294	487275979	27357	487303336	100
Voted in favour	263	23	286	487274968	27357	487302325	99.99
Voted against	4	Nil	4	1011	Nil	1011	0.01
Abstain Votes*	3	Nil	3	6156384	Nil	6156384	N.A
Less Voted**	N.A	2	2	N.A	N.A	N.A	N.A
Invalid Votes***	Nil	1	1	N.A	N.A	N.A	N.A

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.



SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Shri Vipin Chander Bhandari (DIN: 07550501), 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 valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	270	24	294	487276329	27357	487303686	100
Voted in favour*	253	23	276	487272946	27357	487300303	99.99
Voted against*	17	Nil	17	3383	Nil	3383	0.01
Abstain Votes**	2	Nil	2	6156034	N.A	6156034	N.A
Less Voted***	Nil	2	2	N.A	N.A	N.A	N.A
Invalid Votes****	Nil	1	1	N.A	N.A	N.A	N.A

*2 shareholders have voted both in favour & against the resolution.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Lalit Kumar Vijn (DIN: 07261231), 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 valid votes cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	270	24	294	487276329	27357	487303686	100
Voted in favour	251	23	274	487272902	27357	487300259	99.99
Voted against	17	Nil	17	3427	Nil	3427	0.01
Abstain Votes*	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted**	Nil	2	2	N.A	N.A	N.A	N.A
Invalid Votes***	Nil	1	1	N.A	N.A	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2019-20.
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	270	24	294	487276329	27357	487303686	100
Voted in favour	256	23	279	487079914	27357	487107271	99.96
Voted against	12	Nil	12	196415	Nil	196415	0.04
Abstain Votes*	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted**	Nil	2	2	Nil	N.A	N.A	N.A
Invalid	Nil	1	1	Nil	N.A	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Votes***						
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* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To appoint Shri Sunil Bhatia (DIN: 08259936) as Director (Finance) 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	270	24	294	487275589	27357	487302946	100
Voted in favour*	256	23	279	487273520	27357	487300877	99.99
Voted against*	13	Nil	13	2069	Nil	2069	0.01
Abstain Votes**	3	Nil	3	6156774	Nil	6156774	N.A
Less Voted***	Nil	2	2	Nil	Nil	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Invalid Votes****	Nil	1	1	Nil	Nil	N.A	N.A
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*2 shareholders have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

VII Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	To re-appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) as Non-official Independent Director of the Company.
Type of Resolution	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	
Total Received	270	24	294	487275589	27357	487302946	100
Voted in favour*	241	23	264	484832877	27357	484860234	99.50
Voted against*	27	Nil	27	2442712	Nil	2442712	0.50
Abstain Votes**	3	Nil	3	6156774	Nil	6156774	N.A
Less Voted***	Nil	2	2	Nil	Nil	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Invalid Votes****	Nil	1	1	Nil	Nil	N.A	N.A
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*1 shareholder have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To re-appoint Mrs. Arusha Vasudev (DIN: 07370575) as Non-Official Independent Director of the Company.
Type of Resolution	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	
Total Received	270	24	294	487276329	27357	487303686	100
Voted in favour*	192	23	215	464614023	27357	464641380	95.35
Voted against*	77	Nil	77	22662306	Nil	22662306	4.65
Abstain Votes**	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted***	NIL	2	2	Nil	N.A	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Invalid Votes****	NIL	1	1	Nil	N.A	N.A	N.A
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*1 shareholder have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

IX Resolution No. 9:-

Agenda No.	9
Subject matter of resolution	To re-appoint Shri V. K. Deshpande (DIN: 01200938) as Non-Official Independent Director of the Company.
Type of Resolution	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	
Total Received	270	24	294	487276329	27357	487303686	100
Voted in favour	239	23	262	485164284	27357	485191641	99.99948
Voted against	29	Nil	29	2112045	Nil	2112045	0.00052
Abstain Votes*	2	Nil	2	6156034	Nil	6156034	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Less Voted**	Nil	2	2	Nil	N.A	N.A	N.A
Invalid Votes***	Nil	1	1	Nil	N.A	N.A	N.A

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

X Resolution No. 10:-

Agenda No.	10
Subject matter of resolution	To re-appoint Shri Umesh Chandra Pandey (DIN: 01185085) as Non-Official Independent Director of the Company.
Type of Resolution	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	
Total Received	270	24	294	487275589	27357	487302946	100
Voted in favour*	250	23	273	487272904	27357	487300261	99.99
Voted against*	17	Nil	17	2685	Nil	2685	0.01
Abstain Votes**	3	Nil	3	6156774	Nil	6156774	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Less Voted***	NIL	2	2	Nil	N.A	N.A	N.A
Invalid Votes	Nil	1	1	Nil	N.A	N.A	N.A

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

XI. Resolution No. 11:-

Agenda No.	11
Subject matter of resolution	To appoint Shri Sanjeev Kumar Handa (DIN: 07223761) 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	270	24	294	487275589	27357	487302946	100
Voted in favour*	191	23	214	460663913	27357	460691270	94.54
Voted against*	77	Nil	77	26611676	Nil	26611676	5.46
Abstain Votes**	3	Nil	3	615674	Nil	615674	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Less Voted***	NIL	2	2	Nil	N.A	N.A	N.A
Invalid Votes****	Nil	1	1	Nil	N.A	N.A	N.A

*1 shareholder have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

XII. Resolution No. 12:-

Agenda No.	12
Subject matter of resolution	To appoint Shri Bollavaram Nagabhushana Reddy (DIN: 08389048) as Director (Government Nominee) 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	270	24	294	487276329	27357	487303686	100
Voted in favour*	256	23	279	487273339	27357	487300696	99.99
Voted against*	14	Nil	14	2990	Nil	2990	0.01



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Abstain Votes**	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted***	NIL	2	2	Nil	N.A	N.A	N.A
Invalid Votes****	Nil	1	1	Nil	N.A	N.A	N.A

*2 shareholder have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

XIII. Resolution No. 13:-

Agenda No.	13
Subject matter of resolution	To appoint Shri M. Arulmurugan (DIN: 08512516) as Non-Official Independent 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	270	24	294	487276329	27357	487303686	100
Voted in favour*	253	23	276	487273229	27357	487300586	99.99
Voted	16	Nil	16	3100	Nil	3100	0.01



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

against*							
Abstain Votes**	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted***	NIL	2	2	Nil	N.A	N.A	N.A
Invalid Votes	Nil	1	1	Nil	N.A	N.A	N.A

*1 shareholder have voted both in favour & against the resolution.

** Considered as invalid as they have abstained from voting.

***2 shareholders have not exercised their voting rights completely.

****1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

XIV. Resolution No. 14:-

Agenda No.	14
Subject matter of resolution	To alter the Articles of Association of the Company
Type of Resolution	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	
Total Received	270	24	294	487276329	27357	487303686	100
Voted in favour	239	23	262	478376839	27357	478404196	98.17



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Voted against	29	Nil	29	8899490	50	8899490	1.83
Abstain Votes*	2	Nil	2	6156034	Nil	6156034	N.A
Less Voted**	Nil	2	2	Nil	N.A	N.A	N.A
Invalid Votes***	Nil	1	1	Nil	N.A	N.A	N.A

* Considered as invalid as they have abstained from voting.

**2 shareholders have not exercised their voting rights completely.

***1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.

Yours Faithfully,

For Santosh Kumar Pradhan
(Practising Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad
Date: 27.09.2019



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 54th Annual General Meeting of the equity shareholders of Engineers India Limited held on Thursday, the 26th September, 2019 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 54th Annual General Meeting of the equity shareholders of Engineers India Limited, held on 26th September, 2019 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 Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.

(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
23	27357	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	N.A	N.A

(iii) **Invalid** votes:

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

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No.2: Ordinary resolution

To declare final dividend for the financial year ended 31.03.2019.

(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
23	27357	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	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri Vipin Chander Bhandari (DIN: 07550501), 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
23	27357	100

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast



(in person or by proxy)		
Nil	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Shri Lalit Kumar Vijh (DIN: 07261231), 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
23	27357	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	N.A	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
1	N.A



Notes:

- a. 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.

Resolution No. 5: Ordinary Resolution

To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2019-20.

(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
23	27357	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	N.A	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
1	N.A

Notes:

- a. 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.



Resolution No. 6: Ordinary Resolution

To appoint Shri Sunil Bhatia (DIN: 08259936) as Director (Finance) 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
23	27357	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	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 7: Special Resolution

To re-appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) as Non-official Independent Director of the Company.

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--------------------------------------	------------------------------	---------------------------------------



(in person or by proxy)		
23	27357	100

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
Nil	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 8: Special Resolution

To re-appoint Mrs. Arusha Vasudev (DIN: 07370575) as Non-Official Independent Director of the Company.

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
23	27357	100

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
Nil	N.A	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
1	N.A

Notes:

- a. 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.

Resolution No. 9: Special Resolution

To re-appoint Shri V. K. Deshpande (DIN: 01200938) as Non-Official 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
23	27357	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	N.A	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
1	N.A

Notes:



- a. 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.

Resolution No. 10: Special Resolution

To re-appoint Shri Umesh Chandra Pandey (DIN: 01185085) as Non-Official 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
23	27357	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	N.A	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
1	N.A

Notes:

- a. 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.

Resolution No. 11: Ordinary Resolution



To appoint Shri Sanjeev Kumar Handa (DIN: 07223761) 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
23	27357	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	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 12: Ordinary Resolution

To appoint Shri Bollavaram Nagabhushana Reddy (DIN: 08389048) as Director (Government Nominee) of the Company.

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in person or by proxy)		
23	27357	10

(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	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 13: Ordinary Resolution

To appoint Shri M. Arulmurugan (DIN: 08512516) as Non-Official 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
23	27357	100

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

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast



(in person or by proxy)		
Nil	N.A	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
1	N.A

Notes:

- 1 ballot was considered invalid due to mismatch in Name, Folio Number, Number of shares etc.
- 2 shareholders have not exercised their voting rights completely.

Resolution No. 14: Special Resolution

To alter the Articles of Association 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
23	27357	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	N.A	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
1	N.A



Notes:

- a. 1 ballot was considered invalid due to mismatch in Name, Folió Number, Number of shares etc.
- b. 2 shareholders have not exercised their voting rights completely.

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 Kumar Pradhan
FCS No. 6973
C.P. No. 7647

Place: Ghaziabad

Date: 27th September, 2019





27th September, 2019

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 17th May, 2019 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 54th Annual General Meeting (AGM) of the Company held on 26th September, 2019.

The notice dated 9th August, 2019 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 26th September, 2019.

The Company has availed the voting through electronic means (remote e-voting) facility offered by M/s. Karvy Fintech 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. 19th September, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 14 in the notice convening of the 54th AGM of the Company.

The voting period for remote e-Voting commenced on Monday, 23rd day of September, 2019 at 9:30 am (IST) and ended on Wednesday, 25th Day of September, 2019 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 04:05 pm on 26th September,



706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu
Kaushambi, Ghaziabad U.P.- 201010
Tel.: +91-120-4727777, E-mail : info@kritiadvosy.com

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

2019 in the presence of Mr. Shubham Tandon and Mr. Ajay Singh, 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 Fintech Private Limited, remote e-Voting platform. Based on the results made available to me 270 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 fourteen 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 Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.
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	270	487276329	100
Voted in favour	262	487265842	99.99
Voted against	6	10487	0.01
Abstain Votes*	2	6156034	N.A
Less voted	NIL	N.A	N.A

* Considered as invalid as they have abstained from voting.

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To declare final dividend for the financial year ended 31.03.2019.
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	270	487275979	100
Voted in favour	263	487274968	99.99
Voted against	4	1011	0.01
Abstain Votes*	3	6156384	N.A
Less Voted	NIL	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* Considered as invalid as they have abstained from voting.

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Shri Vipin Chander Bhandari (DIN: 07550501), 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	270	487276329	100
Voted in favour*	253	487272946	99.99
Voted against*	17	3383	0.01
Abstain Votes**	2	6156034	N.A
Less Voted	NIL	N.A	N.A

*2 shareholders have voted both in favour & against the resolution.

**Considered as invalid as they have abstained from voting.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Lalit Kumar Vijh (DIN: 07261231), 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	270	487276329	100
Voted in favour	251	487272902	99.99
Voted against	17	3427	0.01
Abstain	2	6156034	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Votes*			
Less Voted	NIL	N.A	N.A

* Considered as invalid as they have abstained from voting.

V. Resolution No. 5:

Agenda No.	5
Subject matter of resolution	To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2019-20.
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	270	487276329	100
Voted in favour	256	487079914	99.96
Voted against	12	196415	0.04
Abstain Votes*	2	6156034	N.A
Less Voted	NIL	N.A	N.A

* Considered as invalid as they have abstained from voting.

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To appoint Shri Sunil Bhatia (DIN: 08259936) as Director (Finance) 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	270	487275589	100
Voted in favour*	256	487273520	99.99
Voted against*	13	2069	0.01
Abstain Votes**	3	6156774	N.A
Less Voted	NIL	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* 2 shareholders have voted both in favour & against the resolution.

**Considered as invalid as they have abstained from voting.

VII. Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	To re-appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) as Non-official Independent Director of the Company.
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	270	487275589	100
Voted in favour*	241	484832877	99.97920
Voted against*	27	2442712	0.02080
Abstain Votes**	3	6156774	N.A
Less Voted	N.A	N.A	N.A

* 1 shareholders have voted both in favour & against the resolution.

**Considered as invalid as they have abstained from voting.

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To re-appoint Mrs. Arusha Vasudev (DIN: 07370575) as Non-Official Independent Director of the Company.
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	270	487276329	100
Voted in favour *	192	464614023	95.65
Voted against*	77	22662306	4.65
Invalid Votes**	2	6156034	N.A
Less Voted	NIL	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* 1 shareholders have voted both in favour & against the resolution.

**Considered as invalid as they have abstained from voting.

IX. Resolution No. 9:-

Agenda No.	9
Subject matter of resolution	To re-appoint Shri V. K. Deshpande (DIN: 01200938) as Non-Official Independent Director of the Company.
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	270	487276329	100
Voted in favour	239	485164284	99.57
Voted against	29	2112045	0.43
Abstain Votes*	2	6156034	N.A
Less Voted	NIL	N.A	N.A

*Considered as invalid as they have abstained from voting.

X. Resolution No. 10:-

Agenda No.	10
Subject matter of resolution	To re-appoint Shri Umesh Chandra Pandey (DIN: 01185085) as Non-Official Independent Director of the Company.
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	270	487275589	100
Voted in favour	250	487272904	99.99
Voted against	17	2685	0.01
Abstain Votes*	3	6156774	N.A
Less Voted	NIL	N.A	N.A



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

*Considered as invalid as they have abstained from voting.

XI. Resolution No. 11-

Agenda No.	11
Subject matter of resolution	To appoint Shri Sanjeev Kumar Handa (DIN: 07223761) 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	270	487275589	100
Voted in favour *	191	460663913	94.54
Voted against*	77	26611676	5.46
Invalid Votes**	3	615674	N.A
Less Voted	NIL	N.A	N.A

* 1 shareholders have voted both in favour & against the resolution.

**Considered as invalid as they have abstained from voting.

XII. Resolution No. 12:-

Agenda No.	12
Subject matter of resolution	To appoint Shri Bollavaram Nagabhushana Reddy (DIN: 08389048) as Director (Government Nominee) 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	270	487276329	100
Voted in favour *	256	487273339	99.99
Voted against*	14	2990	0.01
Abstain Votes**	2	6156034	N.A
Less Voted	NIL	N.A	N.A

* 2 shareholders have voted both in favour & against the resolution.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

* *Considered as invalid as they have abstained from voting.

XIII. Resolution No. 13:-

Agenda No.	13
Subject matter of resolution	To appoint Shri M. Arulmurugan (DIN: 08512516) as Non-Official Independent 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 valid votes cast
Total Received	270	487276329	100
Voted in favour *	253	487273229	99.99
Voted against*	16	3100	0.01
Abstain Votes**	2	6156034	N.A
Less Voted	NIL	N.A	N.A

* 1 shareholders have voted both in favour & against the resolution.

* *Considered as invalid as they have abstained from voting.

XIV. Resolution No. 14:-

Agenda No.	14
Subject matter of resolution	To alter the Articles of Association of the Company
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	270	487276329	100
Voted in favour*	239	478376839	98.17
Voted against	29	8899490	1.83
Abstain Votes*	2	6156034	N.A
Less Voted	NIL	N.A	N.A




**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

*Considered as invalid as they have abstained from voting.

Yours Faithfully,

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


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



Place: Ghaziabad
Date : 27.09.2019