

Regd. Office: Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi – 110066
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 Website: <http://www.engineersindia.com>
 CIN: L74899DL1965GOI004352

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	E-mail ID:
Registered Address:	Folio No./ * DP & Client Id:

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name: Address:
E-mail Id: Signature:, or failing him/her;
- (2) Name: Address:
E-mail Id: Signature:, or failing him/her;
- (3) Name: Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on Monday, 19th September, 2016 at 3:00 p.m. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	**For	**Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31 st March, 2016 and the Reports of Directors and Auditors thereon.		
2.	To consider declaration of final dividend on equity shares.		
3.	To appoint a Director in place of Shri Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for reappointment.		
4.	To appoint a Director in place of Shri Ashwani Soni (DIN: 06962014), who retires by rotation and being eligible, offers himself for reappointment.		
5.	To fix remuneration of Auditors for the financial year 2016-17.		
SPECIAL BUSINESS			
6.	To appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) as Non-official Part-time Independent Director of the Company.		
7.	To appoint Mrs. Arusha Vasudev (DIN: 07370575) as Non-official Part-time Independent Director of the Company.		
8.	To appoint Shri V. K. Deshpande (DIN: 01200938) as Non-official Part-time Independent Director of the Company.		
9.	To appoint Shri Umesh Chandra Pandey (DIN: 01185085) as Non-official Part-time Independent Director of the Company.		

Signed this..... day of..... 2016.

Signature of the Shareholder

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

Affix
Revenue
Stamp

*Applicable for investors holding shares in electronic form.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) For Resolutions, Statement pursuant to Section 102 of the Companies Act 2013 and Notes, please refer to the Notice of 51st Annual General Meeting.
- (4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (5)** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



ATTENDANCE SLIP

	Sr.No. :
Registered Folio No. / DP & Client ID No. :	
Name of the Sole / First named Member :	
Registered Address :	
Name(s) of the joint Member(s), if any :	
No. of Shares held :	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the **51st Annual General Meeting** of the Company on Monday, the 19th day of September, 2016 at 3.00 p.m. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.**

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

EVEN (E-VOTING EVENT NO.)	USER ID	PASSWORD / PIN

Note:

Please follow steps for remote e-voting procedure as given in the Notice of 51st AGM or by logging on to <https://evoting.karvy.com> and the same is also available on the Company's website <http://www.engineersindia.com>.