

CERTIFICATION ENGINEERS INTERNATIONAL LIMITED

(A wholly owned subsidiary of Engineers India Limited)

Reg. office: Engineers India Bhawan, 1, Bhikaiji Cama Place,
New Delhi-110066.

CIN: U74899DL1994GOI062371

NOTICE

Notice is hereby given that the 2nd Extra-ordinary General Meeting of the Members of Certification Engineers International Limited will be held on **Friday, the 25th day of January, 2019 at 3.00 P.M.** at the Registered office of the Company at E.I. Bhawan, 1, Bhikaiji Cama Place, New Delhi-110066, to transact the following business(s):-

SPECIAL BUSINESS:

Item No. 1 Increase in Authorized Share Capital of the Company and amendment in Capital Clause in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and provisions of the Articles of Association of the Company, the approval of the Shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 2,00,00,000/- (Rupees Two Crores only) divided into 2,00,000 (Two Lac) Equity Shares of Rs. 100/- each to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 12,00,000 (Twelve Lakhs) Equity Shares of Rs. 100/- each by creating additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 100/- each and consequently Clause 5 of the Memorandum of Association of the Company be and is hereby substituted by the following:-

"Clause 5: The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 12,00,000 (Twelve Lakh) Equity Shares of Rs. 100/- (Rupees One Hundred only) each without preferential, deferred, qualified or special rights, privileges or conditions."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, CEO or Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things deemed necessary for increase in Authorized Share Capital and consequent amendment in Capital Clause of Memorandum and Articles of Association of the Company as they may think fit."

Item No. 2 Amendment in Article 6 of Articles of Association of the Company regarding Share Capital of the Company.

To consider and, if thought fit, to pass the following resolution with or without modification(s) as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and provisions of the Articles of Association of the Company, the

existing clause 6 of the Articles of Association of the Company be and is hereby altered by substituting the following new Article 6:

"Article 6: The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 12,00,000 (Twelve Lakhs) Equity Shares of Rs. 100/- (Rupees One Hundred only) each."

Item No. 3 Issue of Bonus Shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time and provisions contained in the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for capitalizing a sum of Rs. 8 Crores (Rupees Eight Crores only) out of the sum standing to the credit of free reserves as on 31.03.2018.

RESOLVED FURTHER THAT the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 8,00,000 Equity Shares of Rs. 100/- (Rupees 100 only) each to and amongst the members of the Company whose names shall appear on its Register of Members on such date to hereafter fixed by the Chairman and distributed as Bonus Shares credited as fully paid-up in the proportion of 8 such Bonus Shares for every 1 equity share held by them respectively as on the date fixed by the Chairman.

RESOLVED FURTHER THAT the new equity bonus shares of Rs. 100/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT CEO or Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things deemed necessary for crediting of the said bonus shares including execution, filing and signing of any applications, documents, forms affixing of common seal wherever deemed necessary including at a place other than the Registered office of the Company as they deemed fit and for crediting the demat account of the eligible shareholders holding shares in electronic form etc."

**By order of the Board of Directors
For Certification Engineers International Limited**



**(Jaya Totiani)
Company Secretary
ACS No. A26210**

Date: 03.01.2019
Place: New Delhi

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 1,2 & 3 of the Notice are annexed hereto.
2. **A member entitled to attend and vote at the 2nd Extra-ordinary General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company.** The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. 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.
4. The Notice of 2nd EGM, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.ceil.co.in.
5. No gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Extra-ordinary General Meeting or afterwards.

**By order of the Board of Directors
For Certification Engineers International Limited**


**(Jaya Totlani)
Company Secretary
ACS No. A26210**

Date: 03.01.2019
Place: New Delhi

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1&2

Ministry of Finance, vide circular F No. 5/2/2016-Policy dated 27th May, 2016 has issued consolidated guidelines for CPSEs, which inter-alia include guidelines on issue of Bonus Shares. These guidelines are in supersession of all other existing related guidelines issued by the government earlier. The timeline for applicability of these guidelines in respect of issue of bonus shares is from FY starting from 1st April, 2016 or thereafter.

In terms of guidelines, every CPSE should look into and analyze/deliberate in their Board Meeting, the issue of bonus shares when their defined reserves and surplus are equal to or more than 5 times of its paid-up equity share capital.

Further, every CPSE shall issue bonus shares if their defined reserves and surplus is equal to or more than 10 times of its paid-up equity share capital.

The Company as on 31.03.2018 have defined Reserve and Surplus of Rs.73,68,58,807/-and Paid Up Share Capital of Rs. 1 crore. Since, reserves are more than 10 times of equity share capital, the issue of bonus shares need to be considered.

The Board of Directors of the Company in their 111th meeting held on 30th October, 2018 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 8:1 i.e. 8 (eight) new equity share of Rs. 100/- each of the Company for every 1 (one) existing equity share of Rs. 100/- each fully paid up of the Company held by the shareholders on date to be hereafter fixed by the Chairman of the Board, by capitalization of a sum of Rs. 8,00,00,000/- (Rupees Eight Crores) from the free Reserves. The same is proposed to be applied in full by issuing at par 8,00,000 new equity shares of Rs. 100/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to Rs. 9,00,00,000/- consisting of 9,00,000 equity shares of Rs. 100/- each.

Presently the Authorized Share Capital of the company is Rs. 2 Crores consisting of 2 lakh equity shares of Rs. 100/- each and therefore if the proposal for issue of Bonus shares is to be considered, the Authorized Capital of the company is required to be increased before consideration of Bonus issue and to meet any future diversification and expansion activities of the Company. The resolution is therefore to increase the authorized share capital of the company from Rs. 2,00,00,000/- (Rupees Two Crores) to Rs. 12,00,00,000/- (Rupees Twelve Crores) by creation of further 10,00,000 (Ten Lakhs) equity shares.

Shareholders' attention is also invited to the fact that the existing Clause 5 of Memorandum of Association and Article 6 of Articles of Association of the Company specify the present Authorized Share Capital of your Company. As there are proposals to increase the Authorized Share Capital from Rs. 2,00,00,000/- to Rs. 12,00,00,000/- by creation of further 10,00,000 equity shares in view of the foregoing, the existing Capital Clause 5 in the Memorandum of Association and Article 6 in the Articles of Association of the Company relating to Share Capital also need relevant amendment to give effect to the increase in Authorized Share Capital of the Company.

The Board of Directors of the Company ('the Board') at their 111th meeting held on 30th October, 2018, considered it desirable to increase the authorized share capital of the company and aforesaid amendment in Memorandum and Articles of Association of the Company in view of proposal for issue of Bonus Shares.

The Board of Directors of the Company recommends the Ordinary Resolution in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company and Special Resolution in respect of Amendment in Articles of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

Your Directors recommend the resolution(s) for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 1&2 of EGM Notice.

Item No. 3

Ministry of Finance, vide circular F No. 5/2/2016-Policy dated 27 May 2016 has issued consolidated guidelines for CPSEs, which inter-alia include guidelines on issue of Bonus Shares. These guidelines are in supersession of all other existing related guidelines issued by the government earlier. The timeline for applicability of these guidelines in respect of issue of bonus shares is from FY starting from 1st April, 2016 or thereafter.

In terms of guidelines, every CPSE should look into and analyze/deliberate in their Board Meeting, the issue of bonus shares when their defined reserves and surplus are equal to or more than 5 times of its paid-up equity share capital.

Further, every CPSE shall issue bonus shares if their defined reserves and surplus is equal to or more than 10 times of its paid-up equity share capital.

The Company as on 31.03.2018 have defined Reserve and Surplus of Rs.73,68,58,807/-and Paid Up Share Capital of Rs. 1 crore. Since, reserves are more than 10 times of equity share capital, the issue of bonus shares need to be considered.

The Board of Directors of the Company in their 111th meeting held on 30th October, 2018 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 8:1 i.e. 8 (eight) new equity share of Rs. 100/- each of the Company for every 1 (one) existing equity share of Rs. 100/- each fully paid up of the Company held by the shareholders on date to be hereafter fixed by the Chairman of the Board, by capitalization of a sum of Rs. 8,00,00,000/- (Rupees Eight Crores) from the free Reserves. The same is proposed to be applied in full by issuing at par 8,00,000 new equity shares of Rs. 100/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to Rs. 9,00,00,000/- consisting of 9,00,000 equity shares of Rs. 100/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013 and subject to such approvals, if required, from the statutory authorities or Government. As per Article 123 of the Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of free reserves.

The new equity bonus shares of Rs. 100/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

Your Directors recommend the resolution(s) for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of EGM Notice.

**By order of the Board of Directors
For Certification Engineers International Limited**



**(Jaya Totlani)
Company Secretary
ACS No. A26210**

Date: 03.01.2019
Place: New Delhi

CERTIFICATION ENGINEERS INTERNATIONAL LIMITED

Regd. Office : Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi-110066

Tel: 011-26762121, Fax: 011-26164868,26186245 E-mail: ceil.del@eil.co.in

Website: www.ceil.co.in, CIN: U74899DL1994GOI062371

ATTENDANCE SLIP

Name of the Member/Proxy :
(In Block Letters)

Address of the Member/Proxy :

Regd. Folio No. :

DP Id* :

Client Id* :

No. of shares held :

I certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at the 2nd Extra-ordinary General Meeting of the Company being held on Friday, the 25th day of January, 2018 at 3.00 P.M. at E I Bhawan, 1, Bhikaiji Cama Place, New Delhi- 110066.

Please √ in the box

MEMBER ☐

PROXY ☐

Member's / Proxy's Signature

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Extra-ordinary General Meeting or afterwards.**

* Applicable for shares held in electronic form.

CERTIFICATION ENGINEERS INTERNATIONAL LIMITED

Regd. Office : Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi-110066

Tel: 011-26762121, Fax: 011-26164868,26186245 E-mail: ceil.del@eil.co.in

Website: www.ceil.co.in, CIN: U74899DL1994GOI062371

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) :

REGISTERED ADDRESS :

E-MAIL ID:

FOLIO NO/ *CLIENT ID :

*DP ID :

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

1. Name :E-Mail ID.....

Address

Signature :

or failing him/her;

2. Name :E-Mail ID.....

Address

Signature :

or failing him/her;

3. Name :E-Mail ID.....

Address

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Extra-ordinary General Meeting of the Company, to be held on Friday, the 25th day of January, 2018 at 3.00 P.M. at E I Bhawan, 1, Bhikaiji Cama Place, New Delhi-110066 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

SI. No.	Resolution(s)	**For	**Against
	Special Business:		
1.	Increase in Authorized Share Capital of the Company and amendment in Capital Clause in the Memorandum of Association of the Company.		
2.	Amendment in Article 6 of Articles of Association of the Company regarding Share Capital of the Company.		

3.	Issue of Bonus Shares by way of Capitalization of Reserves		
----	--	--	--

Signed this..... day of..... 2018

Signature of 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 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 2nd Extra-ordinary 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 '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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.