



Engineers India Limited

New Delhi

Investors Handbook/FAQs

This “Handbook/FAQs” will act as a guide to the Shareholders. Our contact details are furnished at the end of the Handbook.

Disclaimer

This Hand Book/FAQs are resource for informational purpose only and is intended, but not promised or guaranteed, to be correct, complete, and up-to-date. EIL, its directors or officers do not warrant that the information contained in this Hand Book/FAQs are accurate or complete, and hereby disclaims any and all liability to any person for any loss or damage caused by errors or omissions, whether such error or omissions result from negligence, accident or any other cause. EIL, its directors or officers further assumes no liability for the interpretation and/ or use of the information contained therein.

Readers are requested to refer to the specific Acts, Rules and Regulations for exact details and clarifications and are reminded that this guide does not purport to explain the laws or rules in force, with respect to any particular fact pattern. Answers to questions involving particular facts depend upon interpretations, administrative decisions and court verdict.

Vision

To be a world-class globally competitive EPC and total solutions Consultancy Organisation.

Mission

- ◆ Achieve ‘Customer Delight’ through innovative, cost effective and value added consulting and EPC Services.
- ◆ To maximize creation of wealth, value and satisfaction for stakeholders with high standards of business ethics and aligned with national policies.

Core Values

- ◆ Benchmark to learn from superior role models.
- ◆ Nurture the essence of Customer Relationship and Bonding.
- ◆ Foster Innovation with emphasis on value addition.
- ◆ Integrity and Trust as fundamental to functioning.
- ◆ Thrive upon constant Knowledge updation as a Learning organisation.
- ◆ Passion in pursuit of excellence.
- ◆ Quality as a way of life.
- ◆ Collaboration in synergy through cross-functional Team efforts.
- ◆ Sense of ownership in what we do.

Corporate Governance

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations.

It is the endeavour of the company to follow, in general, the Secretarial Standards issued by the ICSI and Corporate Governance Voluntary Guidelines, 2009, issued by the Ministry of Corporate Affairs.

The Company has received Certificate of Recognition from the Institute of Company Secretaries of India under 12th ICSI National Awards for Excellence in Corporate Governance for 2012.

Listing of Equity Shares

The Equity Shares are Listed at:

Bombay Stock Exchange Limited, Mumbai (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

National Stock Exchange of India Limited (NSE)
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051

Stock Code:

Bombay Stock Exchange Scrip Code - 532178

National Stock Exchange Trading Symbol - ENGINEERSIN

Demat ISIN Numbers in NSDL & CDSL for Equity Shares : INE510A01010

Change/updation of E-mail IDs under Green Initiative in Corporate Governance

The Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative in the Corporate Governance" in view of circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is posted on the website of the Company. Further, an appeal was also made to the Members in this regard in the Annual Report of the Company for the financial year 2010-11 and 2011-12. Members, who have yet not registered/updated their e-mail ids may notify the same by filling up the Registration Form sent vide "Appeal to Members" dated 16.07.2012 and the same is also available on the website of the Company.

Shareholders General Rights

- ◆ To receive the share certificates, on allotment or transfer as the case may be, in due time.
- ◆ To receive copies of the Annual Report including the Balance Sheet and the Profit and Loss Account and the Auditors' Report etc.
- ◆ To receive not less than 21 days notice of general meetings unless consented for a shorter notice.
- ◆ To participate and vote in General Meetings either personally or through proxies.
- ◆ To receive Dividends in due time once duly approved.
- ◆ To receive corporate benefits like rights, bonus etc. once approved.
- ◆ To inspect statutory registers and documents as permitted under law.
- ◆ Other rights are as specified in the statutory enactments.

Dematerialization of shares

Dematerialization ('Demat' in short form) signifies conversion of a share certificate from its present physical form to electronic form for the same number of holding.

It is a direct application of scope provided by the progress made in the area of Information Technology whereby voluminous and cumbersome paper work involved in the scrip-based system is eliminated.

It offers scope for paperless trading through state-of-the-art technology, whereby share transactions and transfers are processed electronically without involving any share certificate or transfer deed after the share certificates have been converted from physical form to electronic form.

Demat attempts to avoid the time consuming and complex process of getting shares transferred in the name of buyers as well its inherent problems of bad deliveries, delay in processing/fraudulent interception in postal transit, etc.

Dematerialization of shares is optional and an investor can still hold shares in physical form. However, he/she has to demat the shares if he/she wishes to sell the same through the Stock Exchanges. Similarly, if an investor purchases shares, he/she will get delivery of the shares in demat form only.

The Depositories Act 1996 has been enacted to regulate the matters related and incidental to the operation of Depositories and demat operations. Two Depositories are in operation - National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

Depository System

The operations in the Depository System involve the participation of a Depository, Depository Participants, Company/Registrars and Investors. The company is also called the Issuer.

A Depository (NSDL and CDSL) is an organization like a Central Bank, i.e. Reserve Bank where the securities on an investor are held in electronic form, through Depository participants.

A Depository Participant is the agent of the Depository and is the medium through which the shares are held in the electronic form. They are also the representatives of the investor, providing the link between the investor and the company through the Depository.

To draw analogy, the Depository system functions very much like the banking system. A bank holds funds in accounts whereas; a Depository holds securities in accounts for its clients. A bank transfers funds between accounts whereas; a Depository transfers securities between accounts.

In both systems, the transfer of funds or securities happens without the actual handling of funds or securities. Both the banks and the Depository are accountable for safe keeping of funds and securities respectively.

Procedure for demat of shares

First, you will have to open an account with a Depository Participant (DP) and get a unique Client ID number. Thereafter, you will have to fill up a Dematerialization Request Form (DRF) provided by the DP and surrender the physical shares, which you want to be dematted to the DP.

The DP upon receipt of the shares and the DRF, will send an electronic request to the company's registrar and share transfer agent through the Depository for confirmation of demat. Each request will have a unique transaction number.

The DP will simultaneously surrender the DRF and the shares to the company's registrar and share transfer agent with a covering letter requesting the registrar and share transfer agent of the company to confirm demat. The company's registrar and share transfer agent after necessary verification of the documents received from the DP, will confirm demat to the Depository.

This confirmation will be passed on from the Depository to the DP, which holds your account. After receiving this confirmation from the Depository, the DP will credit the account with the shares so dematerialized. The DP will hold the shares in the dematerialized form thereafter on your behalf. And you will become beneficial owner of these dematerialized shares.

Conversion of Dematted Shares into physical shares

If you are holding shares in electronic form, you still have the option to convert your holding in physical form by submitting a Rematerialization Request Form (RRF) through your DP in the same manner as Dematerialization. Upon receipt of such request from your DP, the company will issue share certificates for the number of shares so rematerialized.

Change of Address:

Shares held in Physical Form:

Members holding shares in physical form are requested to notify Change of Address, if any, quoting their Folio Number to the company's Registrar and Share Transfer Agent to ensure prompt receipt of communications and other corporate actions.

Shares held in Electronic/Demat Form:

Members holding shares in Electronic / Demat form are requested to notify any change of address and change of Bank Account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL / CDSL.

NECS Facility:

Shares held in Physical Form:

To avail NECS Facility for receiving dividend, Members are requested to update their 9 digit MICR Code with their full Bank details with our Registrar and Share Transfer Agent.

Shares held in Electronic/Demat Form:

To avail NECS Facility for receiving dividend, Members are requested to update their 9 digit MICR Code with their full Bank details with their Depository Participant (DP).

Financial Year

1st day of April to 31st day of March every year.

Unclaimed/Unpaid Dividend

As per provision of Section 205A read with Section 205C of the Companies Act, 1956, the Company is required to transfer Unpaid Dividend remaining unclaimed and unpaid for a period of 7 years from the due date(s) to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company sends a communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend in the year in which the dividend is due for transfer to IEPF. Kindly note that no claim will lie against the company or IEPF once the dividend is deposited in IEPF.

Given below are the proposed dates for transfer of the unpaid/unclaimed dividend to IEPF by the company:

Financial Year	Date of Declaration of Dividend	Proposed date for transfer to IEPF (Tentative Date)
2005-06 (Final)	15.09.2006	14.10.2013
2006-07 (Interim)	31.01.2007	01.03.2014
2006-07(Final)	17.09.2007	16.10.2014

2007-08(Interim)	18.12.2007	17.01.2015
2007-08(Final)	19.09.2008	18.10.2015
2008-09(Interim)	19.12.2008	18.01.2016
2008-09(Final)	18.09.2009	17.10.2016
2009-10 (Interim)	15.12.2009	14.01.2017
2009-10 (Special Interim)	23.03.2010	22.04.2017
2010-11 (Interim)	17.03.2011	16.04.2018
2010-11 (Final)	7.09.2011	6.10.2018
2011-12 (Interim)	13.02.2012	12.03.2019
2011-12 (Final)	30.08.2012	29.09.2019
2012-13 (Interim)	13.03.2013	12.04.2020
2012-13 (Final)	27.08.2013	26.08.2020

Share Transfer System

The shares of the Company are being compulsorily traded in dematerialized form. Shares received in physical form are transferred within a period of 15 days from the date of lodgment subject to documents being valid and complete in all respects. SEBI has made it mandatory to furnish a copy of the PAN to the Company / R&TA in the following cases, viz., (a) for securities market transactions and off-market transactions involving transfer of shares in physical form; (b) Deletion of name of the deceased holder(s), where the shares are held in the name of two or more shareholders; (c) Transmission of shares to legal heir(s), where deceased shareholder was the sole holder of the shares; and (d) Transposition of shares - where there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

Investor Relations

The Company is actively engaged in improving its relations with all stakeholders. Besides the holding of Annual General Meeting wherein performance of the Company is shared with existing shareholders, the Quarterly and Annual Results are shared with Statutory Bodies, Investors and Media. The results, investor presentations, major news and events are uploaded on the Company's website for ensuring fair and equal access to all stakeholders. Management and Investor Relations Cell engage in communication with Investors and Analysts through one on one meetings, conference calls, conference participation and road shows. Quarterly updates are also shared with the analysts who actively cover the Company. EIL is forthcoming in addressing the queries of investors on the Company's performance, its business initiatives, industry outlook avenues of growth, investment and diversification plans. All channels of communication are utilized for reaching out to both institutional and retail investors. Your Company is equally committed to strict compliance to disclosures and governance norms as per applicable rules and guidelines and maintains equal and non selective treatment with all stakeholders. Company periodically obtains the opinion of the investment and analyst community as a valuable feedback for strategic decision making.

Contact Information

Registrar & Share Transfer Agents

The Company has appointed M/s Karvy Computershare Private Limited as its Registrar and Share Transfer Agent (RTA) for handling all matters relating to the shares of EIL (both physical as well as demat mode). All matters relating to the shares of Engineers India Limited such as transfer, transmission, dematerialization, rematerialisation, dividend, change of address etc. and related correspondence and queries may be addressed to:-

M/s Karvy Computershare Private Limited

305, New Delhi House, 27, Barakhamba Road, Connaught Place New Delhi - 110 001 Tel No. 011-43681700 Fax No. 011-43681710 Email: delhi@karvy.com	or	Plot No. 17-24, Vittalrao Nagar Madhapur, Hyderabad - 500081 Tel No. 040-44655000 Fax No. 040-23420814 Email: einward.ris@karvy.com Website:www.karvy.com/ www.karvycomputershare.com
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Company Secretary

Shri Rajan Kapur
Company Secretary
Engineers India Bhawan (Annexe Building)
1, Bhikaiji Cama Place, R.K. Puram
New Delhi – 110 066
Tel. No. : 91 11 26100258/26762188
Fax No. : 91 11 26191690
Email : rajan.kapur@eil.co.in

Registered & Head Office

Engineers India Bhavan
1, Bhikaiji Cama Place
New Delhi – 110066
Tel: 011-26762121
Fax:011-26178210, 26194715
Email: eil.mktg@eil.co.in
Website: www.engineersindia.com