

**इंजीनियर्स
इंडिया लिमिटेड**  **ENGINEERS
INDIA LIMITED**
(भारत सरकार का उपक्रम) (A Govt of India Undertaking)

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाऊस/Engineers India House,
1, भीकाजी कामा प्लेस/Bhikaji Cama Place, नई दिल्ली/New Delhi – 110066

सीआईएन/CIN: L74899DL1965GOI004352

COMPANY SECRETARIAT

कंपनी सचिवालय

सं.सचिव/No. Secy/906/9/10

27.05.2019

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

विषय: वार्षिक सचिवीय अनुपालन रिपोर्ट

Sub.: Annual Secretarial Compliance Report

प्रिय महोदय/महोदया,
Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with SEBI Circular ref. No. CIR/CFD/CMD1/27 /2019 dated 08.02.2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31st March, 2019 issued by M/s Agarwal S. & Associate, Practicing Company Secretaries.

कृपया उपरोक्त आपकी जानकारी एवं रिकॉर्ड के लिए है।
The above is for your kind information & records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



नरेंद्र कुमार/Narendra Kumar
अनुपालन अधिकारी/Compliance officer

संलग्नक: यथोक्त /Encl: As above



SECRETARIAL COMPLIANCE REPORT
OF
ENGINEERS INDIA LIMITED
For the year ended 31st March, 2019

We, Agarwal S. & Associates, Company Secretaries, have examined:

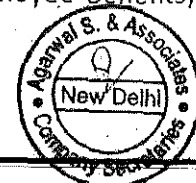
- (a) all the documents and records made available to us and explanation provided by **Engineers India Limited** ("the listed entity/EIL"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the period under review**



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	The number of Independent Directors on the Board is less than fifty percent.	<p>The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Members.</p> <p>At present, the Board of Company comprises of 15 Directors, which includes 6 whole time Members of the Board, 2 Part Time Government Nominee Directors and 7 Non-Official Part Time Independent Directors.</p> <p>As informed by the management, EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Since Government of India is appointing authority for</p>



			Directors, the Company has requested to fill up the position at the earliest.
2.	Regulation 17 (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of independent directors shall be done by the entire Board of Directors.	The performance evaluation of independent directors has not been done by the entire Board of Directors.	The entire Board of Directors shall carry out the performance evaluation of Independent Directors. As informed by the management, EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the Company has not laid down any criteria for performance evaluation of the Independent Directors.
3.	Regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors shall in their meeting: (a) review the performance of non-independent directors and the board of directors as a whole; (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.	The Independent Directors in their separate meeting has not: (a) reviewed the performance of non-independent directors and the board of directors as a whole; (b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.	As informed by the management, Ministry of Corporate Affairs vide notification dated 05.07.2017 has exempted Government Companies from these requirements under the Companies Act, 2013. However, the said requirements are still required to be complied with in terms with the Regulation 25 (4) (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	Regulation 19 (4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing	The Nomination and Remuneration Committee has not: (a) formulated the	The Nomination Committee shall formulate the said policies/criteria's.



<p>Obligations and Disclosure requirements) Regulations, 2015, the Nomination and Remuneration Committee shall:</p> <p>(a) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devise a policy on diversity of Board of Directors.</p>	<p>criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devised a policy on diversity of Board of Directors.</p>	<p>As informed by the management, EIL being a Public Sector Undertaking, the criteria of appointment, qualification and terms and conditions of remuneration of directors and senior management is determined as per DPE Guidelines. DPE /PSEB takes cares about diversity of Board of Directors by appointing Independent Director from various disciplines as per the requirement of the organization, qualification for the post of functional director are also well defined.</p>
---	---	---

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange Limited (NSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	NSE vide its letter dated May 02, 2019 has imposed a fine of Rs. 1,23,900/-	The Company has submitted a response vide their letter dated 06.05.2019 and has requested to waive



		Regulations, 2015 for quarter ended 31 st March, 2019.		off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
2	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 st March, 2019.	BSE vide its letter dated May 02, 2019 has imposed a fine of Rs. 1,23,900/-	The Company has submitted a response vide their letter dated 06.05.2019 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

For Agarwal S. & Associates,
Company Secretaries,

ICSI Unique Code: P2003DE049100



Karishma Singh

Signature: _____

Name of the Practicing Company Secretary: CS Karishma Singh

ACS No.: 26054

C P No.: 16055

Place: New Delhi

Date: 17th May, 2019