

सं.सचिव/No. Secy/906/9/10

29.05.2025

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 023 Scrip Code-532178	The National Stock Exchange of India Limited Exchange Plaza, 5th Floor Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol-ENGINEERSIN
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विषय: वित्त वर्ष 2024-25 के लिए वार्षिक सचिवीय अनुपालन रिपोर्ट

Sub.: Annual Secretarial Compliance Report for the financial year 2024-25

प्रिय महोदय/महोदया,
Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31st March, 2025 issued by M/s VAP & Associates, 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,

कर्त इंजीनियर्स इंडिया लिमिटेड
For Engineers India Limited

एस. के. पाढ़ी/ S.K. Padhi
कंपनी सचिव एवं अनुपालन अधिकारी/
Company Secretary & Compliance officer

संलग्न: यथोपरि
Encl: as above

**Secretarial Compliance Report of
Engineers India Limited (CIN: L74899DL1965GOI004352)
for the year ended 31st March 2025**
(Pursuant to the Regulation 24A of the SEBI LODR) Regulation, 2015)

To,
Engineers India Limited ("EIL")
Engineers India Bhawan, 1,
Bhikaji Cama Place New Delhi-110066

We, VAP & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Engineers India Limited** ("the listed entity"),
- (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, 2025 ("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 there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Amendments thereof;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018 **(No such event during Audit Period)**;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendment thereof **(No such event during Audit Period)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(No such event during Audit Period)**;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments thereof **(No such event during Audit Period)**;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(No such event during Audit Period)**;
- i) The Depositories Act, 1996 and the Regulations and Bye Laws framed there under to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- j) the Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act, 2013 and dealing with the client to the extent of securities issued.

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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine / Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(1)(a): At least one independent woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors. Regulation 17(1)(b): 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. Regulation 17(1)(c): The Board of Directors of the top 2000 listed entities shall comprise not less than six directors.	SEBI (LODR) Regulations, 2015	The composition of the Board was not in compliance with: Regulations 17(1)(a) and 17(1)(b) during the period from 08.11.2024 to 31.03.2025, the requirement of women Independent Director was not complied from 08.11.2024 to 27.03.2025 and Regulation 17(1)(c) during the period from 08.11.2024 till 13.11.2024. Further, due to absence of Independent Directors, the Board meetings held on 28.01.2025 and 10.02.2025 did not meet the quorum requirement under Regulation 17(2A).	BSE and NSE	NSE and BSE have Levied monetary fine(s)	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the Quarter ended 31.12.2024 and 31.03.2025.	Rs. 3,18,600/- each by BSE and NSE for Quarter ended 31.12.2024.	The composition of the Board was not in compliance with: Regulations 17(1)(a) and 17(1)(b) during the period from 08.11.2024 to 31.03.2025, the requirement of women Independent Director was not complied from 08.11.2024 to 27.03.2025 and Regulation 17(1)(c) during the period from 08.11.2024 till 13.11.2024. Further, due to absence of Independent Directors, the Board meetings held on 28.01.2025 and 10.02.2025 did not meet the quorum requirement under Regulation 17(2A).	Engineers India Limited is a Government Company under the administrative control of Ministry of Petroleum & Natural Gas (MoPNG) and Directors in the Company are appointed by the President of India, through the respective administrative Ministry. Thus, appointment of the Directors is neither under the purview of the Board of EIL nor the Company. Hence, the appointment of the Board members is beyond its control.	As per the information and explanation provided by the management, the Company has made submissions to NSE and BSE with a request to waive off the fine imposed for the Quarter ended 31.12.2024.

2	Regulation 18(1): At least two-thirds members of the Audit Committee shall be independent Directors Regulation 18(2)(a): Not more than one hundred and twenty days shall elapse between two consecutive meetings	SEBI (LODR) Regulations, 2015	Audit Committee was not duly constituted from 08.11.2024 to 27.03.2025. Consequently, the interval between successive Audit Committee meetings exceeded the maximum time limit prescribed under Regulation 18(2)(a) owing to the absence of a duly constituted Committee with the requisite quorum of Independent Directors during the said period.	BSE and NSE	NSE and BSE have Levied monetary fine(s)	Non-compliance of Regulation 18(1) of SEBI (LODR) Regulations, 2015.	Rs. 1,27,440/- each by BSE and NSE for Quarter ended 31.12.2024	Audit Committee was not duly constituted from 08.11.2024 to 27.03.2025. Consequently, the interval between successive Audit Committee meetings exceeded the maximum time limit prescribed under Regulation 18(2)(a) owing to the absence of a duly constituted Committee with the requisite quorum of Independent Directors during the said period.	In the absence of Independent Directors, the Board of Directors has decided to keep the functioning of Audit Committee in abeyance till the appointment of Independent Directors to meet the quorum requirement.	Same as above
3	All the directors of the Nomination and Remuneration Committee (NRC) shall be non-executive directors and at least two-thirds members of the Committee shall be independent directors in accordance with Regulation 19(1) of the SEBI (LODR)	SEBI (LODR) Regulations, 2015	The NRC was not properly constituted from 08.11.2024 to 27.03.2025.	BSE and NSE	NSE and BSE have Levied monetary fine(s)	Non-compliance of Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015.	Rs. 1,27,440/- each by BSE and NSE for Quarter ended 31.12.2024	The NRC was not properly constituted from 08.11.2024 to 27.03.2025.	In the absence of Independent Directors, the Board of Directors has decided to keep the functioning of NRC in abeyance till the appointment of Independent Directors to meet the quorum requirement.	Same as above
4	At least one independent director shall be member of the Stakeholders Relationship Committee as per Regulation 20(2A) of the SEBI (LODR) Regulations, 2015	SEBI (LODR) Regulations, 2015	Stakeholders Relationship Committee was not duly constituted from 08.11.2024 to 27.03.2025.	BSE and NSE	NSE and BSE have Levied monetary fine(s)	Non-compliance of Regulation 20 (2)/20(2A) of SEBI (LODR) Regulations, 2015.	Rs. 1,27,440/- each by BSE and NSE for Quarter ended 31.12.2024	Stakeholders Relationship Committee was not duly constituted from 08.11.2024 to 27.03.2025.	In the absence of Independent Directors, the Board of Directors has decided to keep the functioning of SRC in abeyance till the appointment of Independent Directors to meet the quorum requirement	Same as above

5	Regulation 21(2): At least one independent director shall be member of the Risk Management Committee (RMC). Regulation 21(3C): Not more than two hundred and ten days shall elapse between any two consecutive meetings.	SEBI (LODR) Regulations, 2015	Risk Management Committee not duly constituted from 08.11.2024 to 27.03.2025. Consequently, the interval between successive RMC meetings exceeded the maximum time limit prescribed under Regulation 21(3C) owing to the absence of a duly constituted Committee with the requisite quorum of Independent Directors during the said period.	BSE and NSE	NSE and BSE have Levied monetary fine(s)	Non-compliance of Regulation 21 (2) of SEBI (LODR) Regulations, 2015.	Rs. 1,27,440/- each by BSE and NSE for Quarter ended 31.12.2024	Risk Management Committee not duly constituted from 08.11.2024 to 27.03.2025. Consequently, the interval between successive RMC meetings exceeded the maximum time limit prescribed under Regulation 21(3C) owing to the absence of a duly constituted Committee with the requisite quorum of Independent Directors during the said period.	In the absence of Independent Directors, the Board of Directors has decided to keep the functioning of RMC in abeyance till the appointment of Independent Directors to meet the quorum requirement	Same as above
6	The evaluation of independent directors shall be done by the entire board of directors	Regulation 17 (10) of SEBI (LODR) Regulations, 2015	The Company has not carried out the performance evaluation of the independent directors.	PCS	Advisory	The Company has not carried out the performance evaluation of the independent directors.	Nil	The Company has not carried out the performance evaluation of the independent directors.	EIL is a Public Sector Undertaking (Government Company) 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 and the Board. However, regular inputs on performance of Independent Directors are being provided to administrative Ministry as well as Department of Public Enterprises (DPE) as and when sought by them.	-

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous Report	Observations made in the Secretarial Compliance report for the year ended 31.03.2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	If the listed Company does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	Half of the Board did not comprise of Independent Directors from 01.04.2023 till 30.09.2023.	Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015: If the listed Company does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the Quarter ended 30.06.2023 and 30.09.2023. Rs.. 5,31,000/- each by BSE and NSE for Quarter ended 31.03.2023, Rs.. 5,36,900/- each by BSE and NSE for Quarter ended 30.06.2023 and Rs. 5,42,800/- each by BSE and NSE for Quarter ended 30.09.2023	Engineers India Limited is a Government Company under the administrative control of Ministry of Petroleum & Natural Gas (MoPNG) and Directors in the Company are appointed by President of India, through the respective administrative Ministry. Thus, appointment of the Directors is neither under the purview of the Board of EIL nor the Company / its Board is empowered to appoint any Director. Hence, the appointment of the Board members is beyond its control. The Company has made submissions to NSE and BSE with a request to waive off the fine imposed for the Quarter ended 31.03.2023, 30.06.2023 and 30.09.2023.	As per the information and explanation provided by the management, the Company has made submissions to NSE and BSE with a request to waive off the fine imposed for the Quarter ended 31.03.2023, 30.06.2023 and 30.09.2023. NSE vide their letter dated 24th April, 2024 has waived off the fine for the quarter ended 31.03.2023, 30.06.2023 and 30.09.2023. The decision taken by one Exchange on waiver requests will be applicable to the same waiver requests received by other Exchanges.
2.	The Company has not carried out the performance evaluation of the independent directors.	The Company has not carried out the performance evaluation of the independent directors.	Regulation 17 (10) of SEBI (LODR) Regulations, 2015: The evaluation of independent directors shall be done by the entire board of directors	Advisory The Company has not carried out the performance evaluation of the independent directors.	EIL is a Public Sector Undertaking (Government Company) 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 and the Board. However, regular inputs on performance of Independent Directors are being provided to administrative Ministry as well as Department of Public Enterprises (DPE) as and when sought by them.	NIL

Note: Non-Compliance for periods prior to the previous year has already been informed in previous Secretarial Compliance Report.

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In Addition to the abovementioned circular the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	--
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	--
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	--
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	--
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA Yes	As per the information provided by the Company, there was no material subsidiary of the Company during the F. Y. 2024-25
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	No	As per the information and explanation provided by the Company, EIL is a Public Sector Undertaking (Government Company) 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 and the Board.
8.	<u>Related Party Transactions:</u> The listed entity has obtained prior approval of Audit Committee for all Related party transactions In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	NSE and BSE have Levied monetary fine(s) for Non-compliance of Regulation 17(1), Regulation 18(1), Regulation 19(1)/19(2), Regulation 20 (2)/20(2A) and Regulation 21 (2) for the Quarter ended 31.12.2024. The Stock Exchanges have imposed fine due to non-compliance of provisions of Listing Regulations and the Company requested to Stock Exchanges for the waiver of Fine.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Not applicable during the period

13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	--
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VAP & Associates
Company Secretaries
FRN: P2023UP098500
Peer Review No: 1083/2021

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Parul Jain
Managing Partner
M. No. F8323
CP No. 13901
UDIN: F008323G000474690

Place: Ghaziabad
Date: 28.05.2025