



Regd. Office: Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi - 110066
 Tel:011-26762121, Email: company.secretary@eil.co.in
 Website: www.engineersindia.com
 CIN: L74899DL1965GOI004352

NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of the Members of Engineers India Limited will be held on Friday, the 15th September, 2023 at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31.03.2023, together with the Directors' Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31.03.2023, together with the Directors' Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India be and are hereby received, considered and adopted."
- To declare final dividend for the financial year ended 31.03.2023 and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT approval of the members be and is hereby accorded for payment of final dividend of ₹1/- per share (on face value of ₹ 5/- each) on equity share capital of the Company amounting to ₹ 5620.42 lakhs for the financial year ended 31.03.2023 as recommended by the Board in addition to the payment of interim dividend of ₹ 2/- per share as already declared by the Board and paid accordingly."
- To appoint a Director in place of Shri Sanjay Jindal (DIN: 09223617), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Sanjay Jindal (DIN: 09223617), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Finance) of the Company."
- To appoint a Director in place of Shri Atul Gupta (DIN: 09704622), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Atul Gupta (DIN: 09704622), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Commercial) of the Company."
- To authorize Board of Directors of the Company to fix remuneration of Auditors for the Financial Year 2023-24 and to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions under section 139(5) read with Section 142 of the Companies Act, 2013, approval of the Members be and is hereby accorded, authorizing the Board of Directors of the Company to decide and fix the remuneration, Out of Pocket, Statutory Taxes and other Ancillary Expenses payable to Auditors of the Company to be appointed by the Comptroller and Auditors General of India, for the Financial Year 2023-24."

SPECIAL BUSINESS

- To appoint Shri Rajeev Gupta (DIN: 09839662) as Director (Projects) of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:
"RESOLVED THAT in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Rajeev Gupta (DIN: 09839662), who was nominated as Director (Projects) by the MoP&NG vide its letter No.CA-31018/4/2020-PNG (35678) dated 27.12.2022 and appointed as an Additional Director w.e.f. 28.12.2022 (date of assumption of charge) by the Board of Directors to hold the post of Director (Projects) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Projects) of the



Company, liable to retire by rotation, to hold office from the date of his assumption of charge of the post (i.e. 28.12.2022) till the date of his superannuation (i.e. 30.09.2024) or until further orders, whichever is earlier, on such terms & conditions, remunerations and tenure as may be determined by the President of India/ Government of India from time to time.”

7. To appoint Shri Rohit Mathur (DIN: 08216731) as Director (Government Nominee) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Rohit Mathur (DIN: 08216731), who was nominated as Director (Government Nominee) by the MoP&NG vide its letter No. CA-31032/1/2021-PNG-37493 dated 16.05.2023 and appointed as an Additional Director w.e.f. 16.05.2023 by the Board of Directors to hold the post of Director (Government Nominee) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Government Nominee) of the Company, liable to retire by rotation, to hold office w.e.f. 16.05.2023 for a period of three years on co-terminus basis or until further orders, whichever is earlier.”

By order of the Board of Directors

Place: New Delhi

Date: 11.08.2023

(S. K. Padhi)

Company Secretary

Registered Office: Engineers India Bhawan 1,

Bhikaji Cama Place, New Delhi –110066

CIN:L74899DL1965GOI004352

Tel : 011-26762121

Email : company.secretary@eil.co.in

Website: www.engineersindia.com

Notes

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under item Nos.6 & 7 of the Notice, is annexed hereto. Other relevant details, pursuant to applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting in respect of all Business items, as set out above is given hereunder.
2. In view of the continuing COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 10/2022 dated 28.12.2022 read within General Circular No. 20/2020 dated 05.05.2020 and 02/2022 dated 05.05.2022 (MCA Circular) and SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 (SEBI Circular). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) in compliance with applicable provisions of the Companies Act, 2013 read with above mentioned Circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
4. **Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.**
5. In view of MCA directives, Notice along with Annual Reports of the Company is being sent through e-mail only to those shareholders whose email ID are registered with the Company/Depository Participants. Shareholders desiring a physical copy of Annual Report may send their request to Company/Registrar and Share Transfer Agent (RTA) or send e-mail at company.secretary@eil.co.in or rta@alankit.com
6. Members can also access the Annual Report/AGM Notice at website of the Company/NSE/BSE (www.engineersindia.com / www.nseindia.com / www.bseindia.com respectively) and on the website of NSDL (agency for providing the Remote Voting facility) i.e. www.evoting.nsdl.com.
7. The facility for joining the 58th AGM by Members through VC/OAVM shall be kept open 30 minutes before the time scheduled to start the Meeting and shall remain open till the expiry of 30 minutes after such scheduled time of the Meeting. Members can join the same by following the procedure mentioned in the Notice. The facility of participation at the 58th AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first-come first-served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Monday, 25th September, 2023 as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on record date i.e. the close of business hours on Friday, 25th August, 2023.
 - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company/ Registrar and Share Transfer Agent as on the close of business hours on Friday, 25th August, 2023.
10. Members may note that pursuant to Income Tax Act 1961, as amended by Finance Act, 2020, dividend is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates of various categories, shareholders are requested to refer to the Income Tax Act.

Members are requested to complete and/or update their Residential Status, PAN, Category as per the Income Tax Act and email ID with their Depository Participants ('DPS') or with the Registrar and Share Transfer Agent of the Company in case shares are held in physical form before the Record date, to enable the Company to determine the appropriate TDS / withholding tax rate applicable.



Higher Tax Deduction shall apply in following cases:

- i. If shareholder is classified as "specified person" as per the provision of section 206AB, tax will be deducted at the rate higher of the following:
 - a. Twice the rate specified in the relevant provision of the Income-tax Act; or
 - b. Twice the rate or rates in force; or
 - c. The rate of 5%.
- ii. If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN and tax at higher rate u/s 206AA shall apply as per the Income-tax Act.
- iii. As per Section 139AA of the Act every person who has been allotted a PAN and who is eligible to obtain Adhar shall be required link the PAN with Adhar. In case of failure to comply with this, PAN shall be deemed inoperative/invalid and tax shall be deducted at higher rate in accordance with Section 206AA.

FOR RESIDENT SHAREHOLDERS:

1. Tax shall be deducted u/s 194 @ 10% in case shareholder PAN is valid.
2. No TDS shall be deducted for Resident Individual shareholders in case dividend paid to resident individual does not exceed Rs. 5000/- during the FY 2023-24.
3. For list of exempted categories shareholders are requested to refer details at our website.
4. Valid declaration in Form 15H/15G as applicable (in duplicate in the prescribed form) may be submitted by resident shareholders in case tax for the Current Financial year on Shareholder's estimated total income will be NIL. This shall be submitted along with copy of PAN to avail the benefit of non-deduction of tax at source by email to the RTA.
5. For shareholders submitting valid Lower Deduction certificates u/s 197, rates of tax deduction shall be rates as mentioned in the Lower Deduction Certificate. These shall be submitted by Shareholder to RTA of the Company at rta@alankit.com by 01.09.2023{till 11:59 P.M.(IST)}.

FOR NON-RESIDENT SHAREHOLDERS:

1. Withholding Tax shall be deducted@ 20% (plus applicable Surcharge and Cess) as per Income Tax Act.
2. However, Non-Resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], have option to be governed by provisions of Double Taxation Avoidance Agreement (DTAA) read with Multilateral Instrument (MLI) between India and country of Tax residency of shareholders, if they are more beneficial to them. Thus, TDS as per Income Tax Act, 1961 or Tax treaty rates, whichever is beneficial shall be applied provided the Non-residents submits specified documents:

- Self- attested copy of PAN, if available
- Tax Residency Certificate (TRC) valid for FY 2023-24 obtained from authorities of the Country of which the shareholder is a Resident
- Form 10F duly filled (Filed online at Income Tax Portal for shareholders with Valid PAN)
- Declaration to the effect that:
 - i. Dividend Income is not attributable to any Permanent Establishment (PE) or Fixed Base in India.
 - ii. Non-Resident is Eligible to claim benefit of DTAA. Shareholder has no reason to believe that his/ her claim for the benefits of the DTAA is impaired in any manner.
 - iii. Non- Resident receiving Dividend Income is the beneficial owner of shares
 - iv. Shareholder is and will continue to remain a tax resident of the country of its residence during the financial year 2023-24.

Please note that Company is not obligated to apply DTAA rates at time of Tax deduction. Application of beneficial Tax Treaty Rate shall depend upon the completeness and review of the documents submitted by the Non-Resident shareholder, to the satisfaction of the Company.

General Points:

- TDS certificates will be shared with the respective shareholders in due course as per due dates under Income Tax Act. Shareholders can also view the credit of TDS in their respective Form 26AS.
- In case the tax on Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by 01.09.2023 {till 11:59 P.M.(IST)}, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities. No claim shall lie against the Company for such taxes deducted.
- In case the shareholder is a mere custodian of the shares and not the beneficial owner of the dividend payable thereof, in order to effect TDS credit to the beneficial owner, shareholder may submit a declaration as per Rule 37BA of Income Tax Rules. The declaration shall contain the name, address and PAN, residential status and holding of the person to whom the tax credit is to be given along with reasons for giving credit to such person.

The applicable rates and documentation requirement for each category of shareholders is available at our website www.engineersindia.com. Members wish to avail no Tax / Lower Tax /DTAA benefit or submit 37BA declaration etc. are required to submit all specified documents at rta@alankit.com latest by 01.09.2023 {till 11:59 P.M.(IST)}.

No communication on the tax determination / deduction shall be entertained beyond 11:59 P.M., 1st September, 2023.

11. Payment of Dividend through electronic means:

- a. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solution Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent – M/s Alankit Assignments Limited. Members holding shares in electronic form are requested to update their bank details with their respective Depository Participants.
 - b. Members holding shares in physical form are requested to register PAN, KYC, Nomination details and change/update their information with RTA for processing their service request in line with SEBI Circular dated November 03, 2021 (read with circular dated 14.12.2021 and 16.03.2023) available at Company's website www.engineersindia.com. Members holding shares in electronic form are requested to update PAN, KYC, Nomination details to their respective Depository Participants.
 - c. In case Members holding shares in physical form fails to furnish PAN, KYC and Nomination details before October 1, 2023 as per above mentioned SEBI circulars, RTA is obligated to freeze such folios. The Members with frozen folios shall be eligible to lodge grievances or service request and shall be eligible to receive payments including dividend (only through electronic mode w.e.f. April 1, 2024), only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
12. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to their DPs in case the shares are held in electronic form and to Registrar and Share Transfer Agent of the Company in case the shares are held in physical form.
 13. As per Regulations 39 and 40 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, Members may please note that SEBI has mandated the Listed Companies to issue securities in demat form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing service requests. Accordingly, Shareholders are

requested to make service requests by submitting a duly filled and signed Form ISR-4, available at Company's website www.engineersindia.com. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Alankit Assignments Limited | 205-208, Anarkali Complex, Jhandewalan Extension | New Delhi - 110055, India (Tel No.91-11-4254 1234 |, Fax No.91-11-42541201, Email: rt@alankit.com, Website: www.alankit.com for assistance in this regard.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members are requested to note that, dividend, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority, if they remain unclaimed for seven consecutive years. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. For details of unpaid/unclaimed dividends, Shareholders may refer our website at www.engineersindia.com. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
16. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
17. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/ re-appointment are annexed with the Notice.
18. Voting through electronic means/Venue e-voting
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are being provided the facility to cast their vote electronically, through the e-voting services of National Securities Depositories Limited (NSDL) on all the resolutions set forth in this Notice.
 - ii. The Board of Directors has appointed Ms. Parul Jain, Practicing Company Secretary of M/s VAP & Associates (C.P. No. 13901) as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- i) The remote e-voting period begins on Monday, 11th September, 2023 at 9.00 A.M. (IST) and ends on Thursday, 14th September, 2023 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 8th September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 8th September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





A) Step 1: Access to NSDL e-Voting system

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/ Member**’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
3. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your

log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.(Serial no. 19 (i) (C))

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

C) Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

D) General Guidelines for Shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vapassociatespcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
- ii. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rta@alankit.com
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rta@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. (Serial No. 19(i)(A)).
 - Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

iii. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

iv. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at

company.secretary@eil.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@eil.co.in. These queries will be replied to by the company suitably during the meeting, if time permits.

6. Those Shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions, subject to the availability of time during the meeting.

Other Instructions

- i. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Friday, 8th September 2023, can also request for the soft/hard copy of Annual report/ Notice by sending a request at rta@alankit.com. For obtaining user id and password, members are requested to follow the instructions given under note no. 19 (ii).
- iii. The Chairman & Managing Director shall, at the 58th AGM, at the end of discussion on the resolutions on which voting is to be held, allow venue e-voting with the assistance of Scrutinizer, for all those members who have attended 58th AGM through VC/OAVM and have not casted their votes by availing the remote e- voting facility.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and venue e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman & Managing Director or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.engineersindia.com and on the website of NSDL (agency for providing e-voting platform) at www.evotingindia.nsdl.com immediately. The results shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed within statutory period. The results shall also be displayed on the Notice Board of the Registered Office of the Company.
- vi. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 58th Annual General Meeting i.e. Friday, 15th September 2023.



EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to special business mentioned under Item No. 6 & 7 of the accompanying Notice:

Item No.6

Shri Rajeev Gupta (DIN: 09839662) was appointed as an Additional Director designated as Director (Projects) w.e.f. 28.12.2022 (date of assumption of charge) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31018/4/2020-PNG (35678) dated 27.12.2022, from the date of his assumption or charge of the post, till the date of his superannuation i.e 30.09.2024 or until further orders of the Government, whichever is earlier.

Pursuant to the provisions under Section 161 of the Companies Act, 2013, he holds office up to the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from himself pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention as candidate for the office of Director. Shri Rajeev Gupta, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company, on such terms and conditions, remunerations, tenure as may be determined by the President of India/ Govt. of India from time to time. Brief resume containing, inter- alia, the statutory disclosures have been given in the Annexure to the Notice of 58th AGM.

Except Shri Rajeev Gupta, none of the Directors, Key Managerial Personnel and their relatives, is interested or concerned financially or otherwise in the resolution.

The Board of Directors considers that in view of the background and experience, it would be in the interest of the Company to appoint him as Director (Projects) of the Company. The Board recommends the resolution for your approval.

Place: New Delhi
Date: 11.08.2023

Registered Office: Engineers India Bhawan 1,
Bhikaji Cama Place, New Delhi –110066
CIN:L74899DL1965GOI004352
Tel : 011-26762121
Email : company.secretary@eil.co.in
Website: www.engineersindia.com

Item no.7

Shri Rohit Mathur (DIN: 08216731) was appointed as an Additional Director designated as Director (Government Nominee) w.e.f. 16.05.2023 in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31032/1/2021-PNG-37493 dated 16.05.2023, for a period of 3 years on co-terminus basis or until further orders, whichever is earlier.

Pursuant to the provisions under Section 161 of the Companies Act, 2013, he holds office up to the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from himself pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention as candidate for the office of Director. Shri Rohit Mathur, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company, on such terms and conditions, tenure as may be determined by the President of India/ Govt. of India from time to time. Brief resume containing, inter- alia, the statutory disclosures have been given in the Annexure to the Notice of 58th AGM.

Except Shri Rohit Mathur, none of the Directors, Key Managerial Personnel and their relatives, is interested or concerned financially or otherwise in the resolution.

The Board of Directors considers that in view of the background and experience, it would be in the interest of the Company to appoint him as Director (Government Nominee) of the Company. The Board recommends the resolution for your approval

By order of the Board of Directors

(S. K. Padhi)
Company Secretary

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT AT THE 58TH ANNUAL GENERAL MEETING

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Item No. 3 ,4, 6 & 7

Name	Shri Sanjay Jindal	Shri Atul Gupta	Shri Rajeev Gupta	Shri Rohit Mathur
Date of Birth/ Age	18.01.1968/55 years	01.10.1969/53years	10.09.1964/58 Years	20.09.1968/54 Years
Date of appointment	10.06.2022	16.08.2022	28.12.2022	16.05.2023
Qualification	B.Com. (Hons.), ACMA	B. Tech. in Mechanical Engineering	B.E. (Electrical Engineering)	B.E. (Mechanical), Master of Finance and Control (MFC)
Shareholding in EIL (Self and as a beneficial owner)	Nil	1734 equity shares	2060 equity shares	Nil
Brief Resume & Experience in specific Functional Areas	<p>He is B.Com (Hons.) from Delhi University and a member of the Institute of Cost Accountants of India. Shri Jindal had joined EIL in 1992 and has rich and versatile experience in finance and cost accounting of more than 30 years in Hydrocarbon sector. He has handled entire spectrum of Finance and Accounts functions, especially Facilitating Project execution from Bidding to Contract closure, Project Financing, investments, taxation, implementation of Internal Financial Control Systems, Financial Reporting etc. Shri Jindal has also served as Chief Financial Officer of Ramagundam Fertilizers and Chemicals Limited (RFCL). He is also a part-time director on the Board of Certification Engineers International Limited, a wholly owned subsidiary of EIL.</p>	<p>He is a Mechanical Engineer from GBPUAT Pantnagar and joined EIL as Management Trainee in 1992. In a career spanning 31 years, he has been associated in a wide array of domain and steered the successful implementation of various mega projects in India and abroad involving various modes of execution. During Project implementation led the multidisciplinary team of Technical and Commercial domain involving Process, Engineering, Contracts & Procurement, Manufacturing, Construction and Commissioning in both green field and brown field projects. He had also been posted at various Project locations in India and abroad involving Refinery, Petrochemical, Pipeline, Fertilizer etc. before moving to corporate office in 2007.</p>	<p>He is having more than 37 years experience in Project Management, Engineering and Supply Chain Management. He has successfully executed projects in Refineries, Petrochemicals, Gas Processing, Offshore, Pipelines, LNG Terminals, Ports & Harbour within and outside India.</p>	<p>Shri Rohit Mathur is a Government Nominee Director of our Company. He is a Mechanical Engineer from Thapar College of Engineering, Patiala and has also completed Master of Finance and Control (MFC) from Delhi University. He is presently posted as Joint Secretary (General), Ministry of Petroleum and Natural Gas (MOP&NG). Prior to this assignment, he was Director (S, CC & FP), MOP&NG handling matters relating to Refineries Sector, Biofuels, Petrochemicals, crude oil supply and flagship Programmes. He has also worked in various capacities in other Ministries viz. Ministry of Agriculture, Food Processing Industries, Ministry of Finance (Department of Economic Affairs), Department of Biotechnology and Ministry of Health & Family Welfare.</p>



Number of Board Meeting attended (FY 2022-23)	06 (six)	04 (Four)	02(Two)	N.A
Directorship held in other Public Companies	Certification Engineers International Limited	Nil	Nil	Nil
Resigned from listed company in past three years	None	None	None	None
Chairmanship/ Membership Committees across all public companies* (Including EIL)	Member-Stakeholders' Relationship Committee-EIL	None	Member-Audit Committee-EIL	Nil
Relationship between Directors / Key Managerial Personnel inter-se	None	None	None	None
Terms and Conditions of Appointment	As per the letter issued by the Ministry of Petroleum & Natural Gas, Government of India.			

*Audit & Stakeholders' Relationship Committee