

**इंजीनियर्स
इंडिया लिमिटेड**
(भारत सरकार का उपक्रम)



**ENGINEERS
INDIA LIMITED**
(A Govt. of India Undertaking)

**CODE OF CONDUCT FOR
PREVENTION OF INSIDER
TRADING
AND
CODE OF FAIR
DISCLOSURE OF
UNPUBLISHED PRICE
SENSITIVE
INFORMATION**

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**Engineers India Limited
New Delhi**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND
CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

CHAPTER-I

1. PREAMBLE

- (1) In terms of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015 as amended from time to time, (hereinafter referred to as the 'Regulations') the following "Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the 'Code') is implemented with the approval of Board of Directors of Engineers India Limited for prevention of Insider Trading in the securities of the Company with an aim that Insiders of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.
- (2) To ensure fair disclosure of events and occurrences that could impact price discovery for its securities in the market, the designated persons of EIL shall abide by the principles stated in the "Code of Fair Disclosure of Unpublished Price Sensitive Information" provided at Annexure-A to this Code.
- (3) SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter-alia, to formulate a Policy for determination of 'Legitimate purpose' as a part of this Code formulated under regulation 8 of SEBI PIT Regulation. Accordingly, the Policy for Determination of Legitimate Purposes Provided at Appendix- I to Annexure-A.
- (4) The said Code shall supersede the earlier Code in all respects and shall come into force w.e.f. 01.04.2019.

2. Definitions

- (1) Unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-
 - (a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
 - (b) "**Board**" means the Securities and Exchange Board of India.
 - (c) "**Board of Directors**" means Board of Directors of Engineers India Limited.
 - (d) "**Code**" means Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information as amended from time to time.
 - (e) "**Company**" means Engineers India Limited (EIL).
 - (f) "**Compliance Officer**" for the purpose of these regulations means Company Secretary of the Company. In the absence of Company Secretary, the Board of Directors may authorize any senior officer of the Company to discharge the duties of Compliance Officer under these Regulations.
 - (g) "**Connected Person**" means:

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
- an immediate relative of connected persons specified in clause (i); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the company; or
 - a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
- (h) **"Designated Persons"** means:
- Promoters of the Company;
 - Chief Executive Officer;
 - All Directors;
 - Key Managerial Personnel;
 - Designated Employees of the Company;
 - Chief Executive Officer, all Directors and Executive Directors of its material subsidiary(s), if any;
 - Employees of material subsidiary(s) of the Company, if any, designated on the basis of their functional role or access to unpublished price sensitive information in the Company by their Board of Directors.
- (i) **"Designated Employees"** means:
- All executives of the Company at the level of Executive Directors;
 - All the employees of the Secretariats of all Directors, Executive Directors of the Company and Executives in C&MD Secretariat;
 - Chief Vigilance Officer and their Secretariat;
 - HOD & all employees of Information Technology Services (ITS) Department at the level of DGM and above;
 - All employees of the following department of the Company:

Finance & Accounts, Corporate Affairs, Corporate Communication and Corporate Planning, Corporate Strategy and Business Development, Marketing, Company Secretariat, Investor Relations Cell, Internal Audit;

- Any other employees of the Company to be notified by the Compliance Officer, from time to time, with the approval of the C&MD of the Company.

- (j) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.
- (k) "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (l) "**Insider**" means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information.
- (m) "**Insider Trading Investigation Committee (ITIC)**" means a committee constituted by C&MD of the Company, as and when required, for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.
- (n) "**Key Managerial Personnel**" means:
- Chairman & Managing Director;
 - Chief Financial Officer (CFO);
 - All Whole time Directors;
 - Company Secretary;
 - Such other officer as may be prescribed under Companies Act, 2013.
- (o) "**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (p) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (q) "**Promoter Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (r) "**Regulations**" means Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (s) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- (t) "**Specified**" means specified by the Board in writing.
- (u) "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- (v) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- (w) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- (x) **"Unpublished Price Sensitive Information"(UPSI)** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

[Note: Company being a Public Sector Undertaking, changes in Key Managerial Personnel will not be considered as Unpublished Price Sensitive Information (UPSI)]

- (2) Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

CHAPTER-II

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3. Communication or procurement of unpublished price sensitive information

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (4) Notwithstanding anything contained in this Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that

sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

- (5) For purposes of sub-clause(4), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause(4), and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4. Trading when in possession of unpublished price sensitive information

- (1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of clause3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-clause (4) of clause 3 of this Code.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of clause3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-clause (4) of clause3 of this code.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) in the case of non-individual insiders: –

- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and

such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that this Code is not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with clause 5.

- (2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
- (3) Insider shall maintain the confidentiality of all Unpublished Price Sensitive Information. They should not pass such information to any person including other insider.
- (4) Unpublished Price Sensitive Information shall be handled on a "Need to Know" basis i.e. such information shall be shared with any person including the other insider except where such information is required to be passed for legitimate purpose and for performance of duties or discharge of legal obligation as per its "Policy for Determination of Legitimate Purposes" placed as Appendix- I of Annexure -A of this Code.
- (5) Files containing Unpublished Price Sensitive Information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing information should be deleted/destroyed after its use.
- (6) The Company shall adopt a Chinese Wall Policy to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.

5. Trading Plans

- (1) An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) Such trading plan shall:-
 - (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;

- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
 - (vii) Application for Trading Plan shall be given in **Form –I**.
- (3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-clause (1) of clause 4.
- (5) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.
- (6) Letter for intimation of approval of Trading Plan is at **Form II**.
- (7) Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within two trading days of each transaction intimated under the trading plan as per proforma provided in **Form III**.
- (8) The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock Exchanges as given in **REG-I**.

6. **Trading Window**

- (1) The Trading Window shall be closed when Compliance Officer determines that designated person or a class of designated person are expected to be in possession of Unpublished Price Sensitive Information.
- (2) The trading window shall remain closed in the following events in general:
- declaration of financial results (quarterly, half-yearly and annually);
 - recommendation/declaration of dividend;
 - issue of securities by way of public/rights/bonus/FPO etc.;
 - amalgamation, mergers, de-mergers, acquisitions, takeovers and buy-back of shares;

- disposal of whole or substantially the whole of undertaking of the company;
 - delisting, disposals and expansion of business;
 - consolidation/splitting of face value of shares.
- (3) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (4) The remaining days of a year other than the days when the window is closed shall be called "Valid Trading Window".
- (5) All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period as mentioned above and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- (6) The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given in **REG-II**.
- (7) In case of Employee Stock Option Plans (ESOPs), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

7. Pre-clearance of Trades

- (1) When the trading is open, all Designated persons of the Company and/or their immediate relative, who intends to deal in the securities of the Company and where the number of shares intended to be dealt exceeds 5000 shares or shares of market value of more than ₹5,00,000/-, should pre-clear the transactions as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period in **Form IV** to the Compliance Officer indicating the estimated number of securities that the Designated person intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf.
- (2) No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- (3) Along with the request for pre-clearance of transaction, an undertaking shall be executed in favour of the Company by such designated person, that he is not in possession of unpublished price sensitive information, incorporating, inter-alia, the following clauses:

- (a) that they do not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
 - (b) that in case designated persons has access to or receives " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) that designated persons have not contravened this Code as notified from time to time.
 - (d) that designated persons have made a full and true disclosure in the matter.
- (4) Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

Pre-clearance of the trades to be executed by the Compliance Officer will be approved by the C&MD of the Company and responsibilities with regard to Compliance Officer shall lie on the C&MD mutatis mutandis.

- (5) Letter of intimation of pre-clearance is at **Form II**.
- (6) Any pre cleared trade not executed by the designated person within 7 trading days of its preclearance would require fresh clearance for the trades to be executed. Such Designated Person is required to intimate the Compliance Officer regarding execution/ non execution of pre approved transaction within two trading days as per proforma provided in **Form III**.
- (7) No contra trade shall be executed by the designated person within the period of six months from the date of execution of the pre-cleared trade.
- (8) The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code.
- (9) In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (10) The Compliance Officer shall maintain a register of pre-clearance of securities by the Designated Person as given in **REG-III**.

CHAPTER-III

DISCLOSURE OF TRADING BY INSIDER

8. General provisions

- (1) The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (2) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter.

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

- (3) The disclosures made under this Chapter shall be maintained by the Company, for a minimum period of five year. The Compliance Officer shall maintain the Register of disclosure in **REG-IV**.

9. Disclosures by certain persons

(1) Initial Disclosures

- (a) Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect as per **Form-A**;
- (b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter as per **Form-B**.

(2) Continual Disclosures

- (a) Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees, or such other value as may be notified by the Board, as per **Form-C**;
- (b) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-clause (2).

(3) Disclosures by other connected persons

The Company may at its discretion require any other connected person to make disclosures of holdings and trading in securities of the Company in the format annexed herewith as per **Form-D** to the Compliance Officer and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

(4) Annual Disclosures

Every designated person is required to give annual disclosure within 30 days from the end of Financial Year and as and when the following information changes, as per **Form-E**:

- immediate relatives
- persons with whom such designated person(s) shares a material financial relationship
- Phone, mobile and cell numbers which are used by them

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

10. Maintenance of Structured Digital Database

- (a) The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code, along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available.
- (b) The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- (c) All Designated Person need to ensure that details of the persons/entities with whom UPSI is shared, be submitted to the Compliance Officer within 2 trading days to enable maintenance of the structured database.

11. Institutional Mechanism for Prevention of Insider Trading

The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of unpublished price sensitive information:

- (a) all employees who have access to unpublished price sensitive information are identified as designated employee;
- (b) all unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirement of this code;
- (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by this code;

- (d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- (e) All employees shall be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.;
- (f) Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.
- (g) Audit committee shall review at least once in a financial year, compliance with this code.

12. Whistle Blower Policy

Any employee may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company www.engineersindia.com.

13. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

(a) Inquiry for Leakage of UPSI

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer /Company Secretary / C&MD of the Company in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Insider Trading Investigation Committee (ITIC) will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee.

(b) Process for inquiry

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by ITIC. Such Committee may at their discretion, consider involving external investigators for the purpose of the investigation.

The ITIC may ask the concerned insider to remain present for investigation, discussion etc. and for such Committee may ask for personal bank account statement or such other details or documents as it deems fit.

(c) Powers of Insider Trading Investigation Committee

The powers of Insider Trading Investigation Committee for inquiry under this clause are as under:

- To investigate the matter;
- To ask concerned insider for personal presence, examination, cross examination etc.;
- To call for personal information/documents from insider;
- To retain the documents gathered during investigation;
- To report to Audit Committee.

(d) Report to Audit Committee for appropriate action

The ITIC will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman Audit Committee, he will convene meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report decide the suitable action including wage freeze, suspension, recovery, clawback etc.

14. Penalty for Contravention of Insider Trading Code

- (1) Any Designated Person who trades in securities of the Company or communicates any UPSI in contravention of this Code may be penalized by the Board of Directors as may deem fit and appropriate action would be taken.
- (2) In case the trading in securities / communication of UPSI in contravention of this code is done by an outsider i.e. other than a Designated Person of the Company, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of Contract.
- (3) The action by the Company shall not preclude the SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulation, 2015 as amended.

15. Amendment to the Code

- (1) This Code and any subsequent amendment(s) thereof, shall be carried out with the approval of the Board of Directors and shall be promptly notified to the Stock Exchange where the securities of the Company are listed.
- (2) Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities from time to time.
- (3) In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

16. Details of the Compliance Officer

Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

Compliance Officer
Engineers India Limited
EI House, 1, Bhikaji Cama Place
New Delhi-110066
Email – company.secretary@eil.co.in

CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PRELIMINARY

- 1.1 The Board of Directors of Engineers India Limited has formulated the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information hereinafter called as Principles of Fair Disclosure.
- 1.2 It shall come into force w.e.f. 01.04.2019 and the amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

2. OBJECTIVE OF THE PRINCIPLES OF FAIR DISCLOSURE

Fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Adhering to principles of fair disclosures such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings.

3. OVERSEEING AND CO-ORDINATING DISCLOSURE

Compliance Officer shall be responsible for prompt public disclosure of unpublished price sensitive information i.e. to Stock Exchanges that would impact price discovery, so as to ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt action will be taken to ensure such information is generally available. Unpublished Price Sensitive Information shall be shared only for 'Legitimate Purposes' as contained in "Policy for Determination of Legitimate Purposes" as Appendix -I.

4. RESPONDING TO MARKET RUMOURS

Compliance Officer of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges/ regulatory bodies.

5. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

Functional Directors/Head of Finance Department/Investor Relations Officer/Concerned Official(s) only shall disclose any information (which will not be unpublished price sensitive information) relating to the Company's Securities to Institutional Investors & Analysts. All the officials of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

(i) Sharing of non-public information

Functional Directors/Investor Relations Officer shall provide only public information to the analysts/research persons/large investors like institutions. In case, non-public information (which will not be unpublished price sensitive information) is proposed to be provided, the person proposing to do so shall provide information after consulting the concerned Functional Director(s) in advance.

(ii) Recording of discussion

Investor Relations Officer shall ensure official confirmation and documentation of disclosures made by making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as set out in Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015, Appendix - II forms part of Principle for Fair Disclosures.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

This policy is a part of the 'Code of Fair Disclosure of Unpublished Price Sensitive Information.'

A. Prohibition on communicating or procuring UPSI:

All UPSI shall be handled within the organisation on a need-to-know basis and an insider shall not:

- a) communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person including other insiders except to the extent allowed under the regulations;
- b) procure from or cause the communication by any insider of UPSI, relating to a company or securities of the Company except to the extent allowed under the regulations.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, or allowed access to or procured in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

B. Communication or procurement of UPSI for legitimate purpose:

An insider may communicate, provide or allow access to any UPSI or a person may procure from or cause the communication by any insider of UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations only.

For the purpose of this Policy, the legitimate purpose shall include sharing of UPSI in ordinary course of business during performance of duties or discharge of legal obligations by an insider with:

1. Partners
2. Collaborators
3. Banks
4. Lenders
5. Customers
6. Suppliers
7. Merchant Bankers
8. Legal or other advisors,
9. Auditors and Accountancy Firms
10. Law Firms, Analysts and Research Personnel
11. Insolvency Professionals
12. Consultants
13. Such other person as the Board may determine in consultation with the Compliance Officer

C. Conditions for communication or procurement of UPSI by an insider:

The sharing of UPSI by an Insider for the legitimate purpose, performance of duties or discharge of legal obligations shall be subject to following conditions:

1. The UPSI shall be shared in ordinary course of business(es) only.

2. Such sharing of UPSI shall not be carried out to evade or circumvent the prohibitions of the Regulations.
3. Such sharing of UPSI shall be subject to the Compliances stated in Clause D of this Policy.

D. Compliances:

1. Any "Person" in receipt of UPSI pursuant to the "legitimate purpose", shall be considered as an "Insider" for the purpose of the Regulations till the time and event, the UPSI, of which that "Person" is having knowledge or having or cause to have access to, is made public.
2. A Due Notice shall be served to the "Person" identified in (1) above by the Compliance Officer/ such other officer as may be instructed by the Compliance Officer, for the purpose of maintaining confidentiality of the UPSI known to that person, for the purpose of compliance with the Regulations.
3. As an alternative step to (2) above, a Non-Disclosure Agreement (NDA) or such other Agreement/ Memorandum of Understanding of corresponding nature may be entered into by the Company with the "Person" identified in (1) above for the purpose of maintaining confidentiality of the UPSI known to that person, for the purpose of compliance with the Regulations.

E. Duty of officers under the Policy:

1. It shall be the duty of Compliance Officer of the Company to observe the Compliance of this Policy.
2. The Onus of Compliance of this Policy shall also lie on the 'Insider' or the 'Designated Person' who is the root cause for generation of UPSI or who has shared or has abetted in sharing the UPSI to a "Person" referred to in sub-clause (1) of Clause D. 3.

SCHEDULE A

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

**Engineers India Limited
New Delhi**

FORM-I

APPLICATION FOR TRADING PLAN TO TRADE IN SECURITIES OF EIL

To
The Compliance Officer
Engineers India Limited
E.I. House, I, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, I seek approval for trading plan in Securities of EIL as per the details given below:

Name, Designation & Emp. No.

Pan No.

Department:

Email ID:

Date of Joining/becoming the Insider:

| S. No. | No. of Securities held (including That of the immediate relative as on the date of application) | Folio No./ DP ID & Client ID | Nature of new Transaction for which approval is sought | Estimated number of Securities to be dealt |
|--------|---|------------------------------|--|--|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |
| | | | | |

| Estimated consideration value | Whether proposed transaction under self name or by immediate relative | Name of the Immediate relative, if the transaction is made by Immediate Relative | Proposed Date of Trades/Date of allotment | Previous approval no. and date of purchase/allotment |
|-------------------------------|---|--|---|--|
| 6 | 7 | 8 | 9 | 10 |
| | | | | |
| | | | | |

Undertaking

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.

- d) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information as notified by the Company from time to time.
- e) that I shall adhere to the provision of the CODE.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby made a full and true disclosure in the matter.

Date.....

Signature.....

Place.....

Name:

Designation:.....

Empl. No.:

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Signature of the Compliance Officer/Authorised Officer

**Engineers India Limited
New Delhi**

FORM-II

Letter of intimation of pre-clearance/Trading Plan

Name.....
Employee No.....
Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/Pre-clearance. Kindly note that in terms of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, the abovementioned transaction is to be completed within i.e. within seven trading days of the pre-clearance, in case of pre-clearance. In case of approval of Trading Plan, such plan shall be irrevocable and you have to mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Further, you are required to file the details of the executed transactions in the attached format within two (2) trading days from the date of transaction/deal.

Kindly also note that in terms of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, the Securities shall be held for a minimum holding period as specified under the CODE.

In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of Engineers India Limited

Compliance Office/Authorised Officer

Engineers India Limited
New Delhi

FORM-III

FORMAT FOR DISCLOSURE OF PRE-APPROVED/TRADING PLAN TRANSACTIONS
(To be submitted within two trading days of transaction/Dealing in Securities of the Company)

Date:

To
The Compliance Officer
Engineers India Limited
E.I. House, 1, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

DETAILS OF PRE-APPROVED/TRADING PLAN TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I

have not traded any Securities, (in case of pre-clearance only)

have traded to the _____ Securities (give description) as mentioned below on _____ (insert date)

| Name of holder | First or Joint holder | No. of Securities dealt with | Bought/Sold/Subscribe | DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited | Price (Rs.) |
|----------------|-----------------------|------------------------------|-----------------------|--|-------------|
| | | | | | |
| | | | | | |
| | | | | | |

**"F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for minimum holding period as specified under the Code.

Yours truly,

Signature-----

Name_____

Emp.No._____

Dept/Div.

Strike out whichever is not applicable.

**Engineers India Limited
New Delhi**

FORM-IV

APPLICATION FOR PRE-CLEARANCE TO TRADE IN SECURITIES OF EIL

To
The Compliance Officer
Engineers India Limited
E.I. House, I, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information. I seek approval for trading in Securities of EIL as per the details given below:

Name, Designation & Emp. No.

Pan No.

Department:

Email ID:

Date of Joining/becoming the Insider:

| S. No. | No. of Securities held (including that of the immediate relative as on the date of application) | Folio No./ DP ID & Client ID | Nature of new Transaction for which approval is sought | Estimated number of Securities to be dealt |
|--------|---|------------------------------|--|--|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |
| | | | | |

| Estimated consideration value | Whether proposed transaction under self name or by immediate relative | Name of the Immediate relative, if the transaction is made by Immediate Relative | Proposed Date of Trades/Date of allotment | Previous approval no. and date of purchase/allotment |
|-------------------------------|---|--|---|--|
| 6 | 7 | 8 | 9 | 10 |
| | | | | |
| | | | | |

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in position and that I shall refrain from Dealing in Securities till the time such information becomes public;
- c) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information as notified by the Company from time to time.

- d) that I shall adhere to the provisions of the CODE.
- e) that I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake not to 'transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- h) That I hereby made a full and true disclosure in the matter.

Date.....

Signature.....

Place.....

Name & Designation:.....

FOR OFFICE USE

Serial number of the application received:
Date & time of receipt of the Application:
Date & time of communication of the pre-clearance or otherwise:
Reasons for not giving pre-clearance:
Signature of the Compliance Officer/Authorised Officer

**Engineers India Limited
New Delhi**

REG-I

REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHANGES

| S. No. | NAME | DESIGNATION | DEPARTMENT | DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION | NATURE OF TRANSACTION | ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION |
|--------|------|-------------|------------|--|-----------------------|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |

| ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION | NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE | DATE OF COMMUNICATION OF THE APPROVAL BY THE COMPLIANCE OFFICER | REASONS FOR NON APPROVAL IF NOT CLEARED | NUMBER OF SECURITIES ACTUALLY TRADED | DATE OF NOTIFICATION TO STOCK EXCHANGE | REMARKS |
|--|--|---|---|--------------------------------------|--|---------|
| 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | |
| | | | | | | |

Engineers India Limited
New Delhi

REG-II

REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW

| S.NO. | DATE OF NOTIFYING CLOSER OF TRADING WINDOW, IF ANY | START DATE OF CLOSER OF TRADING WINDOW | DATE OF OPENING OF TRADING WINDOW | PURPOSE FOR WHICH TRADING WINDOW CLOSED | REMARKS |
|-------|--|--|-----------------------------------|---|---------|
| | | | | | |
| | | | | | |
| | | | | | |

**Engineers India Limited
New Delhi**

REG-III

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

| S.NO. | NAME | DESIGNATION | DEPARTMENT | DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION | NATURE OF TRANSACTION (PURCHASE OR SALE) | ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION |
|-------|------|-------------|------------|---|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |
| | | | | | | |

| ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION | NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IN THE NAME OF THE IMMEDIATE RELATIVE | DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER | REASONS FOR NON CLEARANCE, IF NOT CLEARED | DATE OF PLACEMENT BEFORE COMMITTEE | NUMBER OF SECURITIES ACTUALLY TRADED | REMARKS |
|--|---|--|---|------------------------------------|--------------------------------------|---------|
| 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | |
| | | | | | | |

**Engineers India Limited
New Delhi**

REG-IV

**REGISTER OF DISCLOSURE OF SHAREHOLING BY RPOMOTER, DIRECTOR, DESIGNATED
EMPLOYEES OR ANY OTHER PERSON**

Name, Designation & Employ No.:

Department:

PAN NO.:

Date of Joining/becoming the Promoter, Director, Designated Employees or any other person:

| INITIAL DISCLOSURE | | | | | |
|--------------------|--------------------------------|----------------------|---------------------|--------------------|---|
| S.NO. | DATE OF RECEIPT OF INFORMATION | NUMBER OF SECURITIES | DATE OF ACQUISITION | CONSDERATION VALUE | NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE |
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

| CHANGE IN HOLDING | | | | | |
|--------------------------------|----------------------|---------------------|--|--------------------|---|
| DATE OF RECEIPT OF INFORMATION | NUMBER OF SECURITIES | DATE OF ACQUISITION | NATURE OF TRANSACTION (PURCHASE OR SALE) | CONSDERATION VALUE | NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE |
| 7 | 8 | 9 | 10 | 11 | 12 |
| | | | | | |

| YEAR END DISCLOSURE | | | | |
|--------------------------------|----------------------|-----------------|---|---------|
| DATE OF RECEIPT OF INFORMATION | NUMBER OF SECURITIES | AGGREGATE VALUE | NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE | REMARKS |
| | | | | |

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6 (2)

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/KMP/Directors/mediate relative to/others etc.) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|--|--|-----|-------------------|
| | | Type of security (for e.g. Shares, Warrants, Convertible Debenture etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |
| | | | | |
| | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|--|-------------------------------|---|--|-------------------------------|
| Contract Specifications | Number of units (contracts * lot size) | National value in Rupee terms | Contract Specifications | Number of units (contracts * lot size) | National value in Rupee terms |
| 6 | 7 | 8 | 9 | 10 | 11 |
| | | | | | |

Note: In case of Options, national value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP | | % of Shareholding | Open Interest of the Future contracts held at the time of Becoming Promoter/appointment of Director/KMP | | | Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP | | |
|--|---|---|--|-----|-------------------|---|--|-------------------------------|---|--|-------------------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms | Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Name:

Designation:

Place:

Date:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of change in holding of Securities of every Promoter, member of the promoter group, designated person and director of the company and other such persons as mentioned in Regulations 6(2)

| Name PAN CIN/DIN.& address with contact nos. | Category of Person (Promoters/KM P Directors/imm ediate relative to/others etc.) | Securities held prior to acquisition | | Securities acquired / Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice /acquisition of shares/ sale of shares specify | | Date of intimatio n to company | Mode of acquisitions / disposal (on market/public /rights/prefere ntial offer / off market/ Inter- se transfer, ESOPs etc.) |
|---|--|---|-------------------------------------|---|-----|-----------|---|---|-------------------------------------|--|----|---|---|
| | | Type of security (For eg.- Shares Warrants Convertibl e Debenture s etc.) | No. and % of sharehol ding | Type of security (For eg.- Shares Warrant s Converti ble Debentu res etc. | No. | Valu e | Transacti on Type (Buy/Sal e/Pledge /Revoke / Invoke | Type of security (For eg.- Shares Warrants Convertibl e Debenture s etc.) | No. and % of sharehol ding | Fro m | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by every Promoter, member of the promoter group, designated person and director of the company and other such persons as mentioned in Regulation 6(2).

| Trading derivatives (Specify type of contract, Futures or Options etc.) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

Note: in case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

| Name PAN CIN/DIN.& address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition /disposal | | Securities acquired / Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice /acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisitions / disposal (on market/public /rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|--|-------------------------|---|---------------------------|--|-----|-------|---|--|---------------------------|---|----|-------------------------------|---|
| | | Type of security (For eg.- Shares Warrants Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g.- Shares Warrants Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/Sale/Pledge /Revoke / Invoke) | Type of security (For eg.-Shares Warrants Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the company

| Trading derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

**Engineers India Limited
New Delhi**

FORM E

PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY EVERY DESIGNATED PERSON

To

The Compliance officer
Engineers India Limited
E.I. House, 1, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

I....., the Promoter, Director, Member of Promoter Group, KMP, Designated Employees, furnish below the details of transaction(s) in the Securities, during the financial year _____ as well as shareholding as on 31st March, _____.

| Name, Designation & Emp. No. | PAN | Phone/Mobile No | Department | Date of Joining/becoming the Promoter, Director, KMP, Designated Employees | Name of Educational Institution from which graduation has been done | Name of past employer |
|------------------------------|-----|-----------------|------------|--|---|-----------------------|
| | | | | | | |

I. Details of transaction/shareholding in own name

| No. of Securities held as on 01.04._____ | Details of Securities purchased during the year _____ | | Details of Securities sold during the year _____ | | No. of Securities held as on 31.03._____ | Folio No./DPID & Client ID |
|--|---|-------|--|-------|--|----------------------------|
| | No. | Value | No. | Value | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

II. Details of transaction/shareholdings of immediate relative

| Name of the Immediate Relative | Relationship | PAN of Immediate Relative | Mobile No. of Immediate Relative | No. of Securities held as on 01.04.____ | | Details of Securities purchased during the year _____ | | Details of Securities sold during the year _____ | No. of Securities held as on 31.03.____ | | Folio No./ DPID & Client ID |
|--------------------------------|--------------|---------------------------|----------------------------------|---|-------|---|-------|--|---|-------|-----------------------------|
| | | | | No. | Value | No. | Value | | No. | Value | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

1. I declare that I have complied with the requirement of minimum holding period as specified under the CODE.

Signature:

Name:

Place:

Date: