

CIN: L74899DL1965GOI004352

Regd. Office: Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi - 110066

Tel.: 011-26762121, E-mail: company.secretary@eil.co.in

Website: www.engineersindia.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("**Rules**"), applicable Secretarial Standards issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR, 2015**") and other applicable provisions, that the **Ordinary Resolution** as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-voting').

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

SPECIAL BUSINESS:-

1. To appoint **Shri Rajiv Agarwal [DIN: 09748894]**, as Director (Technical) 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 pursuant to the provisions of 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), Regulation 17(1C) 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 Rajiv Agarwal [DIN: 09748894] who assumed the charge of Director (Technical) as an Additional Director on the Board of the Company w.e.f. 26.09.2022 in terms of Ministry of Petroleum & Natural Gas, Government of India Letter No. CA-31017/5/2021-PNG (39159) dated 23.09.2022 and approved by the Board of Directors on 26.09.2022, whose tenure as Additional Director expired on the day of 57th Annual General Meeting, i.e. 27.09.2022 & pursuant to Section 161(1) of the Companies Act, 2013 appointed as Additional Director by the Board of Directors w.e.f. 27.09.2022, in respect of whom the Company has received a notice in writing from himself under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Director designated as Director (Technical) of the Company, liable to retire by rotation, w.e.f. 27.09.2022 till 31.03.2027 i.e. the date of his superannuation 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."

BY ORDER OF THE BOARD OF DIRECTORS

Place: New Delhi
Date: 01.11.2022

Sd/-
(S. K. Padhi)
Company Secretary

Notes:

- a. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business of the Notice and other relevant details, pursuant to applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting is annexed hereto and forms part of this Postal Ballot Notice.
- b. The MCA has clarified that, for companies, which are required to provide e-voting facility under the Companies Act, while transacting any business by Postal Ballot, the requirements as provided in Rule 20 issued under Section 108 of the Act as well as framework provided in the MCA Circulars will be applicable *mutatis mutandis* to them. Further, it has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its shareholders as on Cut-off date i.e. **Friday, 28.10.2022**, who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent (RTA) or Depository Participants and the communication of assent/ dissent of the Shareholders will only take place through the e-voting system.
- c. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is only sent at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the Shareholders.
- d. The Postal Ballot Notice is being sent to the members whose names appear in the Register of Members of the Company as on **Friday, 28.10.2022**, ("Cut-off date") ("Eligible Members") and who have already registered their email addresses, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent, i.e. Alankit Assignments Limited (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
- e. The Company has engaged National Security Depository Ltd. (NSDL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
- f. The remote e-Voting period commences on **Wednesday, 02.11.2022 at 09:00 a.m. (IST)** and ends on **Thursday, 01.12.2022 at 05:00 p.m. (IST)**. During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, 28.10.2022**.
- g. Shri Sachin Agarwal (CP No. 5910) or failing him Ms. Poonam, (CP No. 24827),

of M/s Agarwal S. & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer for conducting the e-voting process in accordance with the law in fair and transparent manner.

- h. Members who have not registered their e-mail addresses are requested to register the same, in respect of shares held in electronic form, with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or by email to rta@alankit.com for sending future communication(s) in electronic form.
- i. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
- j. Eligible Members can cast their vote electronically through e-Voting and related instructions for the voting electronically by accessing to the NSDL e-Voting system is enclosed hereto.
- k. Notice will be hosted on the website(s) of the Company at www.engineersindia.com under INVESTORS Section, Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and remote e-voting agency i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to company.secretary@eil.co.in.
- l. The Results of remote e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website at <https://engineersindia.com> and on the website of NSDL at www.evoting.nsdl.com and also be communicated to the stock exchange(s). The results will also be displayed on the Notice Board of the company at its Registered Office.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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

	<p>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.</p> <ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 ESP i.e. NSDL where the e-Voting is in progress.

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 cycle period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method 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.
3. 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.

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.

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***
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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:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 asacs2022@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution /Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.
3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. 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.
2. 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 for Individual shareholders holding securities in demat mode.**
3. 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.
4. 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.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(S. K. Padhi)

Company Secretary

Place: New Delhi
Date: 01.11.2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS

Item No.1

Shri Rajiv Agarwal [DIN: 09748894] was appointed as an Additional Director designated as Director (Technical) w.e.f. 26.09.2022 (date of his assumption of charge of the post) till 31.03.2027 i.e. the date of his superannuation, or until further orders, whichever is earlier, in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31017/5/2021-PNG (39159) dated 23.09.2022 and approved by the Board of Directors on 26.09.2022.

As per the provisions of Section 161 of the Companies Act, 2013, the term of additional director is upto the date of next Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Hence the tenure of Shri Rajiv Agarwal as additional director expired on 27.09.2022 (date of 57th AGM). As per the provisions of Section 160 of the Companies Act, 2013, the agenda for regularisation of Shri Rajiv Agarwal as Director (Technical) at the 57th AGM held on 27.09.2022, could not be placed in view of minimum number of days required to move an agenda before the AGM. Accordingly, the Board vide Circular Resolution dated 27.09.2022 appointed him as an Additional Director as per the provisions of Section 160 of the Companies Act, 2013.

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. Regulation 17 (1C) of the SEBI LODR, 2015 provides that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next annual general meeting or within a time period of three months from the date of appointment, whichever is earliest.

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 Rajiv Agarwal, 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 has been given in the Annexure to the Notice.

Except Shri Rajiv Agarwal, 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 (Technical) of the Company. The Board recommends the resolution for your approval.

BY ORDER OF THE BOARD OF DIRECTORS

Place: New Delhi
Date: 01.11.2022

Sd/-
(S. K. Padhi)
Company Secretary

ANNEXURE TO THE NOTICE

Disclosure under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name	: Shri Rajiv Agarwal
Date of Birth/Age	: 27.03.1967/55 years
Date of appointment	: 27.09.2022
Qualification	: B.E. (Chemical Engineering)
Shareholding in EIL *	: 2800 equity shares
Brief Resume & Experience in specific Functional Areas	: Shri Rajiv Agarwal is Director (Technical) of the Company. He has more than 33 years experience in Process Design of Refineries/ Petrochemicals & Fertilizers. Also, Supervised R&D Division, Environment & Safety Divisions of Technical Directorate of the Company.
Number of Board Meeting attended during FY 2022-23	: Nil
Directorship held in other Public Companies	: Ramagundam Fertilizers and Chemicals Limited
Resigned from listed company in past three years	: None
Chairmanship/ Membership Committees across all public companies** (Including EIL)	: Nil
Relationship between Directors / Key Managerial Personnel inter-se	: None
Terms and Conditions of Appointment	: As per the letter issued by the Ministry of Petroleum & Natural Gas, Government of India

*Shareholding in EIL (self and as a beneficial owner)

**Audit & Stakeholders' Relationship Committee.