

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

Tel: 011-26762121, **Email:** company.secretary@eil.co.in

Website: www.engineersindia.com

CIN: L74899DL1965GOI004352

NOTICE

NOTICE is hereby given that the 59th Annual General Meeting of the Members of Engineers India Limited will be held on Wednesday, 11th September, 2024 at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31.03.2024, together with the Directors' Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31.03.2024, together with the Directors' Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India be and are hereby received, considered and adopted."

2. To declare final dividend for the financial year ended 31.03.2024 and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the members be and is hereby accorded for payment of final dividend of ₹ 1/- per share (on face value of ₹ 5/- each) on equity share capital of the Company amounting to ₹ 5620.42 lakhs for the financial year ended 31.03.2024 as recommended by the Board in addition to the payment of interim dividend of ₹2/- per share as already declared by the Board and paid accordingly."

3. To appoint a Director in place of Shri Rajiv Agarwal (DIN: 09748894), who retires by rotation and being eligible,

offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rajiv Agarwal (DIN: 09748894), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Technical) of the Company."

4. To appoint a Director in place of Shri Rajeev Gupta (DIN: 09839662), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rajeev Gupta (DIN: 09839662), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Projects) of the Company."

5. To authorize Board of Directors of the Company to fix remuneration of Auditors for the Financial Year 2024-25 and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions under section 139(5) read with Section 142 of the Companies Act, 2013, approval of the Members be and is hereby accorded, authorizing the Board of Directors of the Company to decide and fix the remuneration, Out of Pocket, Statutory Taxes and other Ancillary Expenses payable to Auditors of the Company to be appointed by the Comptroller and Auditors General of India, for the Financial Year 2024-25."

SPECIAL BUSINESS

6. To appoint Shri Arun Kumar (DIN: 10627518) as Director (Government Nominee) of the Company and in this regard to consider and if thought fit, to pass,

with or without modification(s), the following as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Arun Kumar (DIN: 10627518), who was nominated as Director (Government Nominee) by the MoP&NG vide its letter No. CA-31032/1/2021-PNG-37493 dated 10.05.2024 and appointed as an Additional Director w.e.f. 14.05.2024 (Date of Allotment of DIN) by the Board of Directors to hold the post of Director (Government Nominee) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, received a notice from a member

in writing proposing Shri Arun Kumar as a candidate for the office of Director, be and is hereby appointed as Director (Government Nominee) of the Company, liable to retire by rotation, to hold office w.e.f. 14.05.2024 for a period of three years (i.e till 09.05.2027) on co-terminus basis or until further orders, whichever is earlier.”

By order of the Board of Directors

Place: New Delhi

Date: 12.08.2024

(S. K. Padhi)

Company Secretary

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

Notes

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under item No. 6 of the Notice, is annexed hereto. Other relevant details, pursuant to applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting in respect of all Business items, as set out above is given hereunder.
 2. The Ministry of Corporate Affairs (MCA) General Circular No. 09/2023 dated 25.09.2023 read with General Circular No. 20/2020 dated 05.05.2020, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 (**MCA Circulars**) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 (**SEBI Circular**), permitted convening the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without physical presence of members at a common venue. The forthcoming AGM will thus be held through VC or OAVM in compliance with applicable provisions of the Companies Act, 2013 read with above mentioned Circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
 4. **Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.**
 5. In view of MCA directives, Notice along with Annual Reports of the Company is being sent through e-mail only to those shareholders whose email ID are registered with the Company/Depository Participants. Shareholders desiring a physical copy of Annual Report may send their request to Company/Registrar and Share Transfer Agent (RTA) or send e-mail at company.secretary@eil.co.in or rt@alankit.com.
 6. Members can also access the Annual Report/AGM Notice at website of the Company/NSE/BSE (www.engineersindia.com/ www.nseindia.com/ www.bseindia.com respectively) and on the website of NSDL (agency for providing the Remote Voting facility) i.e. www.evoting.nsdl.com.
 7. The facility for joining the 59th AGM by Members through VC/OAVM shall be kept open 30 minutes before the time scheduled to start the Meeting and shall remain open till the expiry of 30 minutes after such scheduled time of the Meeting. Members can join the same by following the procedure mentioned in the Notice. The facility of participation at the 59th AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first-come first-served basis.
 8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 9. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Tuesday, 24th September, 2024 as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on record date i.e. the close of business hours on Wednesday, 21st August, 2024.
 - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company/Registrar and Share Transfer Agent as on the close of business hours on Wednesday, 21st August, 2024.
 10. Members may note that pursuant to Income Tax Act 1961, as amended by Finance Act, 2020, dividend is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates of various categories, shareholders are requested to refer to the Income Tax Act.
- Members are requested to complete and/or update their Residential Status, PAN, Category as per the Income Tax Act and email ID with their Depository Participants

('DPS') or with the Registrar and Transfer Agent of the Company in case shares are held in physical form before the Record date, to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

Higher Tax Deduction shall apply in following cases:

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

FOR RESIDENT SHAREHOLDERS:

1. Tax shall be deducted u/s 194 @ 10% in case shareholder PAN is valid.
2. No TDS shall be deducted for Resident Individual shareholders in case dividend paid to resident individual does not exceed ₹ 5000/- during the FY 2024-25.
3. For list of exempted categories shareholders are requested to refer details at our website.
4. Valid declaration in Form 15H/15G as applicable (in duplicate in the prescribed form) may be submitted by resident shareholders in case tax for the Current Financial Year on Shareholder's estimated total income will be NIL. This shall be submitted along with copy of PAN to avail the benefit of non-deduction of tax at source by email to the RTA.
5. For shareholders submitting valid Lower Deduction certificates u/s 197, rates of tax deduction shall be rates as mentioned in the Lower Deduction Certificate. These shall be submitted by Shareholder to RTA of the Company at rt@alankit.com by Tuesday 27th August, 2024 {till 11:59 P.M. (IST)}.

FOR NON-RESIDENT SHAREHOLDERS:

1. Withholding Tax shall be deducted @ 20% (plus applicable Surcharge and Cess) as per Income Tax Act.
2. However, Non-Resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors

(FPIs)], have option to be governed by provisions of Double Taxation Avoidance Agreement (DTAA) read with Multilateral Instrument (MLI) between India and country of Tax residency of shareholders, if they are more beneficial to them. Thus, TDS as per Income Tax Act, 1961 or Tax treaty rates, whichever is beneficial shall be applied provided the Non-residents submits specified documents:

- Self-attested copy of PAN, if available
- Tax Residency Certificate (TRC) valid for FY 2024-25 obtained from authorities of the Country of which the shareholder is a Resident
- Form 10F duly filled (Filed online at Income Tax Portal for shareholders with Valid PAN)
- Declaration to the effect that:
 - i. Dividend Income is not attributable to any Permanent Establishment (PE) or Fixed Base in India.
 - ii. Non-Resident is Eligible to claim benefit of DTAA. Shareholder has no reason to believe that his/ her claim for the benefits of the DTAA is impaired in any manner.
 - iii. Non-Resident receiving Dividend Income is the beneficial owner of shares.
 - iv. Shareholder is and will continue to remain a tax resident of the country of its residence during the financial year 2024-25.

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

General Points:

- TDS certificates will be shared with the respective shareholders in due course as per due dates under Income Tax Act. Shareholders can also view the credit of TDS in their respective Form 26AS.
- In case the tax on Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by Tuesday 27th August, 2024 {till 11:59 P.M. (IST)}, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities. No claim shall lie against the Company for such taxes deducted.
- In case the shareholder is a mere custodian of the shares and not the beneficial owner of the dividend payable thereof, in order to effect TDS credit to the beneficial owner, shareholder may submit a declaration as per Rule 37BA of Income Tax Rules. The declaration shall contain the name, address and PAN, residential status and holding of the person to whom the tax credit is to be given along with reasons for giving credit to such person.

The applicable rates and documentation requirement for each category of shareholders is available at our website www.engineersindia.com. Members wish to avail no Tax / Lower Tax /DTAA benefit or submit 37BA declaration etc. are required to submit all specified documents at rta@alankit.com latest by Tuesday 27th August, 2024 {till 11:59 P.M. (IST)}.

No communication on the tax determination / deduction shall be entertained beyond 11:59 P.M., Tuesday 27th August, 2024.

11. SEBI vide circulars dated May 7, 2024 & June 10, 2024 has made it mandatory for all the shareholders, who are holding shares in physical mode, to update the KYC details such as updation of PAN, Contact details (Postal Address with PIN and Mobile Number), Email Address, Bank Account details, Specimen Signature, etc. Members who are holding shares in Demat form are requested to contact their respective Depository Participants (DPs) for updation of these details. Members holding shares in Physical form are required to approach RTA to update the KYC details in their folios. SEBI has mandated payment of dividend only through electronic mode w.e.f. April 01, 2024 to those members holding shares in Physical form who have their KYC details updated in their folios. The physical security holders shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details.

12. Company has sent individual letters to all the Members holding shares in physical form whose KYC details are not updated/available with RTA. The forms for updation of PAN, KYC, Bank details, Choice of Nomination & service request form alongwith the said SEBI circulars are available on the Company's website <https://engineersindia.com/Investor/Landing> :

ISR-1 Request for Registering Pan, KYC Details or Changes / Updation

ISR-2 Confirmation of Signature of securities holder by the Banker

ISR-3 Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

ISR-4 Request for issue of Duplicate Certificate and other Service Requests

SH-13 Nomination Form

SH-14 Cancellation or Variation of Nomination

All the members are requested to update their KYC details for seamless transfer of final dividend recommended by Board of Directors for shareholders approval at the 59th AGM and also for future remittance.

13. As per Regulations 39 and 40 of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, Members may please

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

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members are requested to note that, dividend, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority, if they remain unclaimed for seven consecutive years. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. For details of unpaid/unclaimed dividends, Shareholders may refer our website at www.engineersindia.com. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.mca.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

16. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.

17. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/ re-appointment are annexed with the Notice.

18. Voting through electronic means/Venue e-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided the facility to cast their vote electronically, through the e-voting services of National

Securities Depositories Limited (NSDL) on all the resolutions set forth in this Notice.

- ii. The Board of Directors has appointed Ms. Parul Jain, Practicing Company Secretary (C.P. No. 13901) of M/s VAP & Associates as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

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

- i) The remote e-voting period begins on Saturday, 7th September, 2024 at 9.00 am (IST) and ends on Tuesday, 10th September, 2024 at 5.00 pm (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, 4th September, 2024, may cast their vote electronically. The voting right of shareholders

shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Wednesday, 4th September, 2024.

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

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

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

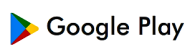
Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. (Serial No. 19 (i) (C))
- Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- C) Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

D) 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 to vapassociatespcs@gmail.com with a copy marked to evoting@nsdl.com. 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

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 rtal@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 rtal@alankit.com. If you are

an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. (Serial No. 19(i)(A)).

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.

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

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

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

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of

- “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
 - c. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@eil.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@eil.co.in. These queries will be replied to by the company suitably during the meeting, if time permits.
 - f. Those Shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions, subject to the availability of time during the meeting.
- a request at rta@alankit.com. For obtaining user id and password, members are requested to follow the instructions given under note no. 19 (ii).
- iii. The Chairman & Managing Director shall, at the 59th AGM, at the end of discussion on the resolutions on which voting is to be held, allow venue e-voting with the assistance of Scrutinizer, for all those members who have attended 59th AGM through VC/OAVM and have not casted their votes by availing the remote e-voting facility.
 - iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and venue e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman & Managing Director or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
 - v. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.engineersindia.com and on the website of NSDL (agency for providing e-voting platform) at www.evotingindia.nsdl.com immediately. The results shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed within statutory period. The results shall also be displayed on the Notice Board of the Registered Office of the Company.
 - vi. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 59th Annual General Meeting i.e. 11th September, 2024.

EXPLANATORY STATEMENT

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

Item no. 6

Shri Arun Kumar (DIN: 10627518) was appointed as an Additional Director designated as Director (Government Nominee) w.e.f. 14.05.2024 (date of Allotment of DIN) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31032/1/2021-PNG-37493 dated 10.05.2024, for a period of 3 years on co-terminus basis or until further orders, whichever is earlier.

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

The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Shri Arun Kumar

Other Instructions

- i. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Wednesday, 4th September, 2024 can also request for the soft/hard copy of Annual Report/Notice by sending

as candidate for the office of Director. Shri Arun Kumar, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company, on such terms and conditions, tenure as may be determined by the President of India/Govt. of India from time to time. Brief resume containing, inter- alia, the statutory disclosures have been given in the Annexure to the Notice of 59th AGM.

Except Shri Arun Kumar, 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 Shri Arun Kumar as Director (Government Nominee) of the Company. The Board recommends the resolution for your approval.

By order of the Board of Directors

Place: New Delhi

Date : 12.08.2024

(S. K. Padhi)

Company Secretary

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

ANNEXURE TO THE NOTICE**DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT
AT THE 59TH ANNUAL GENERAL MEETING**

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

Item No. 3, 4 & 6

Name	Shri Rajiv Agarwal	Shri Rajeev Gupta	Shri Arun Kumar
Date of Birth/Age	: 27.03.1967/57 Years	10.09.1964/59 Years	15.05.1969/55 Years
Date of appointment	: 26.09.2022	28.12.2022	14.05.2024
Qualification	: B.E. (Chemical Engineering)	B.E (Electrical Engineering)	B. Sc. (Hons)
Shareholding in EIL (Self and as a beneficial owner)	: 2800 equity shares	2060 equity shares	Nil
Brief Resume & Experience in specific Functional Areas	: Shri Rajiv Agarwal is Director (Technical) of our Company. He joined Engineers India Limited as Management Trainee in 1988 after graduating in Chemical Engineering from the Indian Institute of Technology, Roorkee (Formerly known as University of Roorkee). He has more than 35 years of experience in Process Design & Engineering of Refineries / Petrochemicals, Fertilizers & Gas Processing Complexes, Offshore facilities & Coal /Coke gasification plants. He is responsible for functioning of Technology Divisions including R&D, Engineering Divisions & Equipment Divisions under his portfolio. He is leading the new initiatives in the company to take on the challenges because of net zero targets of the nation set by Government of India. Under his leadership, EIL is taking up several projects in Green Hydrogen / Green Ammonia / Sustainable ATF / biofuels & Carbon Capture. He is also on the Board of Ramagundam Fertilizers & Chemicals Ltd. (RFCL). He is part of many committees and working group under MoPNG and has represented EIL in steering committee of OISD. He was also member of ETAC Committee set up by MoPNG to carve out a vision for the country for energy transition.	Shri Rajeev Gupta is Director (Projects) of our Company. He is having more than 38 years experience in Project Management, Engineering and Supply Chain Management. He has successfully executed projects in Refineries, Petrochemicals, Gas Processing, Offshore, Pipelines, LNG Terminals, Ports & Harbour within and outside India. He is also holding the additional charge of Director (HR) in our company w.e.f 01.01.2024.	Shri Arun Kumar is a Government Nominee Director of our Company. Presently, Working as Director (Marketing), Ministry of Petroleum and Natural Gas, have worked in various capacities in Ministry of Home Affairs, Erstwhile Planning Commission, Ministry of Education, Ministry of Labour & Employment, Ministry of Steel, Ministry of Mines, Ministry of Rural Development and Ministry of Agriculture and Farmers Welfare.
Number of Board Meeting attended (FY 2023-24)	5 (Five)	5 (Five)	NA
Directorship held in other Public Companies	Ramagundam Fertilizers and Chemical Limited	Ramagundam Fertilizers and Chemical Limited	Nil
Resigned from listed company in past three years	Nil	Nil	Nil
Chairmanship/ Membership Committees across all public companies* (Including EIL)	Nil	Member-Audit Committee- EIL **Member- Stakeholders' Relationship Committee- EIL	Nil
Relationship between Directors / Key Managerial Personnel inter-se	None	None	
Terms and Conditions of Appointment	As per the letter issued by the Ministry of Petroleum & Natural Gas, Government of India.		

*Audit & Stakeholders' Relationship Committee.

**Holding in the capacity of Director (HR)