NOTICE OF THE 61ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 61st Annual General Meeting of the Members of Engineers India Limited will be held on **Friday, 18th September, 2026 at 11.00 A.M.** (IST) through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") 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 31.03.2026, 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 31.03.2026, 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 31.03.2026 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 ₹ 2.50/- per share (on face value of ₹ 5/- each) on equity share capital of the Company amounting to ₹ 14051.059 lakhs for the financial year ended 31.03.2026 as recommended by the Board in addition to the payment of total ₹ 2.50/- per share (1st interim dividend & 2nd interim dividend) 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 Arun Kumar (DIN: 10627518), 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 Arun Kumar (DIN: 10627518), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Government Nominee) of the Company."

5. To authorize Board of Directors of the Company to fix remuneration of Statutory Auditors for the Financial Year 2026-27 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 Statutory Auditors of the Company to be appointed by the Comptroller and Auditors General of India, for the Financial Year 2026-27."

SPECIAL BUSINESS

6. To appoint Shri Atul Gupta (DIN: 09704622) as Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution, as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 Atul Gupta (DIN: 09704622), who was nominated as Chairman & Managing Director by the Government of India vide MoPNG letter No. CA-31018/1/2024-CA-PNG (49120) dated 29.06.2026 and appointed as an Additional Director w.e.f. 29.06.2026 (date of assumption of charge) by the Board of Directors to hold the post of Chairman & Managing Director of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby appointed Chairman & Managing Director of the Company, not liable to retire by rotation, to hold office from the date of his assumption of charge of the post (i.e. 29.06.2026) till the date of his superannuation i.e. 30.09.2029, or until further orders, whichever is earlier, on such terms & conditions, remunerations and tenure as may be determined by the President of India/ Government of India from time to time."

7. To appoint Smt. Kahuli Sema (DIN: 11893225) as Non-official Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution, as a **Special Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 and any other applicable provisions 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 Regulation 25(2A) 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, Smt. Kahuli Sema (DIN: 11893225), who was appointed by the Board of Directors as an Additional Director (Non-official Independent Director) of the Company with effect from 14.08.2026 (date of registration with IICA) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31033/1/2026-CA-PNG (55708) dated 12.08.2026, who shall hold office up to this annual general meeting in terms of Section 161(1) of the Companies Act, 2013, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015, as amended and who is eligible for appointment, in respect of whom the Company has received a notice from herself in writing proposing her candidature for the office of Director under Section 160(1) of the Companies Act, 2013 be and is hereby appointed as Non-Official Independent Director of the Company, not liable to retire by rotation, to hold office till 11.08.2029 or until further orders as per the aforesaid letter."

8. To appoint Shri Ashish Kumar Gupta (DIN: 00728633) as Non-official Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution, as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 and any other applicable provisions 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 Regulation 25(2A) 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 Ashish Kumar Gupta (DIN: 00728633), who was appointed by the Board of Directors as an Additional Director (Non-official Independent Director) of the Company with effect from 14.08.2026 (date of registration with IICA) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31033/1/2026-CA-PNG (55708) dated 12.08.2026, who shall hold office up to this annual general meeting in terms of Section 161(1) of the Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015, as amended and who is eligible for appointment, in respect of whom the Company has received a notice from himself in writing proposing his candidature for the office of Director under Section 160(1) of the Companies Act, 2013 be and is hereby appointed as Non-Official Independent Director of the Company, not liable to retire by rotation, to hold office till 11.08.2029 or until further orders as per the said letter."

By order of the Board of Directors

Sd/-

Place: New Delhi
Date: 21.08.2026

(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 Ministry of Corporate Affairs ("MCA") vide its General Circular 03/2025 dated September 22, 2025 and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), permitted holding of Annual General Meeting (AGM) through video conferencing ("VC") or other audio-visual means ("OAVM") without physical presence of members at a common venue. Accordingly, the 61st AGM will be held through VC/OAVM only in compliance to aforesaid circulars. The Registered Office of the Company shall be deemed venue for the AGM.

2. In compliance with the Circulars, the Integrated Annual Report for 2025-26, the Notice of the 61st AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company/ depository participant(s) (DP). However, in terms of Regulation 36(1)(c) of the SEBI (Listing Regulations), the Company shall send physical copies of the Annual Report to those members who specifically request the same.

   A letter providing the web-link for accessing the Integrated Annual Report, including the Quick Response Code (QR Code), will be sent to those members who have not registered their email address with the Company.

3. **Pursuant to MCA Circular, 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.**

4. The facility for joining the 61st 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 61st 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.

5. 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.

6. The Notice and Integrated Annual Report are also available on the website of the company at www.engineersindia.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e., www.evotingindia.com.

7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the businesses under Item No.6, 7 & 8 of the Notice, is annexed hereto. Additional information, pursuant to Regulation 36 SEBI (Listing Regulations) and Secretarial Standard on General Meeting in respect of the directors seeking appointment/re-appointment at the AGM, forms of this notice.

8. 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.

9. Regulation 40 of the SEBI Listing Regulations as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Master Circular dated February 6, 2026 has clarified that listed companies with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. It may be noted that any service request can be processed only after the folio in KYC Compliant.

   The Securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which alongwith the said Master Circular, can be downloaded from the company's website, i.e. www.engineersindia.com. Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerilised form.

   To Facilitate ease of investing for holder of securities in physical form, in line with SEBI circulars, the Company has opened an additional special window for a period of one (1) year, from 5.2.2026 to 4.2.2027, for lodgement of transfer deeds and dematerialisation of physical securities. This window is applicable to physical securities that were sold or purchased prior to 1.4.2019 or were earlier rejected, returned or left unprocessed due to deficiencies in documentation, procedural requirements, or for any other reason. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer and such securities shall not be transferred / lien marked/ pledged during the said lock-in period. However, the claimant must have the original security certificate with them and the same should not have been transferred to Investor Education and Protection Fund for any reason.

10. Members are requested to address all correspondence, including dividend related matters, Registrar to the Issue and Share Transfer Agent, 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.

11. 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.

12. 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.

    Investor Education and Protection Fund ("IEPF"), Ministry of Corporate Affairs initiated a 100 Days Campaign named 'Saksham Niveshak' from July 28, 2025 to November 06, 2025. The Company through its various communication continues to encourage shareholders to claim their unclaimed dividends by updating their KYCs as procedure mentioned in Master Circular dated 06.02.2026.

Dividend Related Information

13. Members may note that the Board, at its meeting held on May 21, 2026 has recommended a final dividend of ₹ 2.50/- per share for the financial year 2025-26. The Record date for the purpose of final dividend is **Thursday, 24th September, 2026** The final dividend once approved by the members at the ensuing AGM will be paid 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 Thursday, 24th September, 2026.

    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 to the Issue and Share Transfer Agent as on the close of business hours on Thursday, 24th September, 2026.

14. In accordance with Regulation 12 of SEBI Listing Regulations read with SEBI Master Circular dated February 6, 2026, dividend to security holder shall be paid only through electronic mode including to those who are holding securities in physical form. Such payment shall be made only after the shareholders furnish their PAN, contact details, (postal address with PIN and mobile number), bank account details, specimen signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link https://www.sebi.gov.in/.

15. Members holding shares in dematerlised form are requested to update their KYC and bank details with their respective Depository Participants. Dividend pertaining to earlier financial years, if remaining unpaid, shall be credited directly to the registered bank account of the Members through electronic modes such as NEFT/NACH/RTGS or other approved digital payment systems, upon successful updation of the requisite KYC and bank account details.

    All the members are requested to update their KYC details for seamless transfer of final divided recommended by Board of Directors for shareholders' approval at the 61st AGM and also for future remittance.

Tax Deducted at Source ("TDS") on Dividend

16. Members may note that pursuant to Income Tax Act 2025, 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 the PAN is not valid as per the database of the Income tax Portal, it would be considered as invalid

PAN and tax at higher rate u/s 397 shall apply as per the Income-tax Act.

ii. As per Section 262 of the Act every person who has been allotted a PAN and who is eligible to obtain Aadhar shall be required to link the PAN with Aadhar. 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 Rule 162(3)(c) of the Income tax rules 2026.

FOR RESIDENT SHAREHOLDERS:

1. Tax shall be deducted u/s 393(1) [Table: Sl. No. 7] of Income Tax Act, 2025 @ 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 ₹ 10,000/- during the FY 2026-27.

3. For list of exempted categories shareholders are requested to refer details at our website.

4. Valid declaration in Form 121 as applicable (in duplicate in the prescribed form) may be submitted by resident shareholders in case tax for the Current Tax 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 395, rates of tax deduction shall be rates as mentioned in the Lower Deduction Certificate. These shall be submitted by Shareholder to RTA of the Company at rta@alankit.com by Thursday, 24th September, 2026 {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, 2025 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 2026-27 obtained from authorities of the Country of which the shareholder is a Resident, Form 41 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 2026-27.

   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 168.

- In case the tax on Dividend is deducted at a higher rate in absence of receipt or satisfactory completeness of the afore-mentioned details / documents by Thursday, 24th September, 2026 {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 203(2) of Income Tax Rules by Thursday, 24th September, 2026 {till 11:59 P.M. (IST)}. 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 203(2) declaration etc. are required to submit all specified documents at rta@alankit.com latest by Thursday, 24th September, 2026 {till 11:59 P.M. (IST)}.

  No communication on the tax determination / deduction shall be entertained beyond 11:59 P.M.,Thursday, 24th September, 2026.

All the members are requested to update their KYC details for seamless transfer of final divided recommended by Board of Directors for shareholders' approval at the 61st AGM and also for future remittance.

17. Voting through electronic means/Venue e-voting

i. In compliance with 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 Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section as 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.

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

i) The remote e-voting period begins on Monday, 14th September, 2026 (IST) and ends on Thursday, 17th September, 2026 (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Friday, 11th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Friday, 11th September, 2026.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

Type of shareholders	Login Method
	2) 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 (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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email vapassociatespcs@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Other Instructions

i. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

ii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Friday, 11th September, 2026 can also request for the soft/hard copy of Annual Report/Notice by sending a request at rta@alankit.com. For obtaining user id and password, members are requested to follow the instructions given above.

iii. The Chairman & Managing Director shall, at the 61st 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 61st 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 CDSL (agency for providing e-voting platform) at www.evotingindia.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 61st AGM Annual General Meeting i.e., Friday, 18th September, 2026.

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 businesses mentioned under Item Nos. 8 of the accompanying Notice:

Item no. 6

Shri Atul Gupta (DIN: 09704622) was appointed as an Additional Director designated as Chairman & Managing Director w.e.f. 29.06.2026 (date of assumption of charge) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31018/1/2024-CA-PNG (49120) dated 29.06.2026, from the date of his assumption of charge of the post (i.e. 29.06.2026) till the date of his superannuation i.e. 30.09.2029, or until further orders, whichever is earlier.

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

The Company has received a notice in writing from himself pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention as candidate for the office of Director. Shri Atul Gupta, if appointed, will be not 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 Government of India from time to time. Brief resume containing, inter- alia, the statutory disclosures have been given in the Annexure to the Notice of 61st AGM.

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

The Board of Directors considers that in view of the background and experience, it would be in the interest of the Company to appoint Shri Atul Gupta as Chairman & Managing Director of the Company. The Board recommends the resolution for your approval.

Item no. 7

Smt. Kahuli Sema (DIN: 11893225) was appointed as an Additional Director (Non-official Independent Director) with effect from 14.08.2026 (date of allotment of DIN & registration with IICA) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31033/1/2026-CA-PNG (55708) dated 12.08.2026. The tenure of Smt. Kahuli Sema as per said Government of India letter is till 11.08.2029 or until further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, Smt. Kahuli Sema shall hold office up to next Annual General Meeting of the Company. The Company has received a notice in writing from herself pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying her intention as candidate for the office of Director. Smt. Kahuli Sema, if appointed, will not be liable to retire by rotation.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the condition for appointment as an Independent Director as specified in the Act and the SEBI LODR, 2015. Being the Non-official Independent Director, Smt. Kahuli Sema is entitled to receive the sitting fees for attending each meeting of the Board of Directors and committee(s) thereof, along with expenses incidental thereto. Brief resume containing, inter-alia, the statutory disclosures have been given in the Annexure to the Notice.

The Board considers that given skills, expertise and experience possessed by Smt. Kahuli Sema, it would be beneficial to the Company to avail her services as a Non-Official Independent Director. Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Smt. Kahuli Sema as a Non-Official Independent Director, for a period commencing from 14.08.2026 upto 11.08.2029 or until further order, whichever is earlier, as per said letter for approval of the Members.

Except Smt. Kahuli Sema, none of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

Item no. 8

Shri Ashish Kumar Gupta (DIN: 00728633) was appointed as an Additional Director (Non-official Independent Director) with effect from 14.08.2026 (date of registration with IICA) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31033/1/2026-CA-PNG (55708) dated 12.08.2026. The tenure of Shri Ashish Kumar Gupta as per said Government of India letter is till 11.08.2029 or until further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, Shri Ashish Kumar Gupta shall hold office up to next Annual General Meeting of the Company. The Company has received a notice in writing from himself pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention as candidate for the office of Director. Shri Ashish Kumar Gupta, if appointed, will not be liable to retire by rotation.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the condition for appointment as an Independent Director as specified in the Act and the SEBI LODR, 2015. Being the Non-official Independent Director, Shri Ashish Kumar Gupta is entitled to receive the sitting fees for attending each meeting of the Board of Directors and committee(s) thereof, along with expenses incidental thereto. Brief resume containing, inter-alia, the statutory disclosures have been given in the Annexure to the Notice.

The Board considers that given skills, expertise and experience possessed by Shri Ashish Kumar Gupta, it would be beneficial to the Company to avail his services as a Non-Official Independent Director. Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Shri Ashish Kumar Gupta as a Non-Official Independent Director, for a period commencing from 14.08.2026 upto 11.08.2029 or until further order, whichever is earlier as per said letter for approval of the Members.

Except Shri Ashish Kumar Gupta, none of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

By order of the Board of Directors

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

Place: New Delhi
Date: 21.08.2026

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 61ST ANNUAL GENERAL MEETING

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

Item No. 3, 4, 6, 7 & 8

Name	Shri Arun Kumar	Shri Rajiv Agarwal	Shri Atul Gupta	Smt. Kahuli Sema	Shri Ashish Kumar Gupta
Date of Birth/ Age	15.05.1969/ 57 years	27.03.1967/ 59 years	01.10.1969/ 57 years	24.12.1965/ 61 years	28.08.1971/ 55 years
Date of appointment	14.05.2024	26.09.2022	29.06.2026	14.08.2026	14.08.2026
Qualification	B.Sc (Hons.), Bihar University, Muzaffarpur	B.E. (Chemical Engineering), IIT Roorkee	B. Tech. in Mechanical Engineering	B.E. (Civil), Govt. Engineering College, Ujjain	B.Tech. in Civil Engineering, NIT Warangal Master of Planning (M.Plan.) in Urban Planning, School of Planning and Architecture, New Delhi
Shareholding in EIL (Self and as a beneficial owner)	NIL	2800 equity shares	1300 equity shares	Nil	Nil
Brief Resume & Experience in specific Functional Areas	He is a Government Nominee Director of our Company. Presently, working as Director (Marketing), Ministry of Petroleum and Natural Gas. He has 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.	Shri Rajiv Agarwal is Director (Technical) of the Company. He is a Chemical Engineer 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, Fertilisers & 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 / Solar CSP & Wind Energy/Nuclear Energy. He is also Part time Chairman on the Board of of Ramagundam Fertilisers & Chemicals Ltd (RFCL), a Joint Venture company of EIL & NFL as major partners.	He is a strategic leader with over three decades of experience, Shri Atul Gupta has played a pivotal role in driving excellence across complex, large-scale projects in both domestic and international markets. Since August 2022, he has been leading the Company's Commercial Directorate, steering key functions such as Business Development and Supply Chain Management with a strong focus on growth, operational excellence, transparency, efficiency, and value creation.	Entered Govt. Service as SDO PWD Nagaland on 1988. Promoted to Executive Engineer - Superintending Engineer - Additional Chief Engineer - Chief Engineer (Roads & Bridges) - Engineer in Chief Nagaland PWD (HOD) Retired in 2023.	He has over 31 years of professional experience in infrastructure, urban planning, real estate, development and management. He is presently engaged in real estate development and seed processing. From December 2018 to December 2021, he served as an Independent Director on the Board of PEC Limited under the Ministry of Commerce & Industry, Government of India.

Name	Shri Arun Kumar	Shri Rajiv Agarwal	Shri Atul Gupta	Smt. Kahuli Sema	Shri Ashish Kumar Gupta
Number of Board Meeting attended (FY 2025-26)	14 (fourteen)	14 (fourteen)	14 (fourteen)	NA	NA
Directorship held in other Public Companies	Nil	1	1	Nil	Nil
Resigned from listed company in past three years	None	None	None	None	None
Chairmanship/ Membership Committees across all public companies* (Including EIL)	None	None	None	None	None
Relationship between Directors / Key Managerial Personnel inter-se	None	None	None	None	None
Terms and Conditions of Appointment	As per the letter issued by the Ministry of Petroleum & Natural Gas, Government of India.				

*Audit & Stakeholders' Relationship Committee