



Regd. Office: Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi - 110066  
 Tel: 011-26762121, Fax: 011-26178210, E-mail: company.secretary@eil.co.in  
 Website: <http://www.engineersindia.com>  
 CIN: L74899DL1965GOI004352

## Notice

**NOTICE** is hereby given that the 56<sup>th</sup> Annual General Meeting of the Members of Engineers India Limited will be held on Wednesday, the 29<sup>th</sup> September, 2021 at 3.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2021, 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 Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2021, together with the Directors' Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India be and are hereby received, considered and adopted."
- To declare final dividend for the financial year ended 31.03.2021 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 ₹ 0.60 per share (on face value of ₹ 5/- each) on equity share capital of the Company amounting to ₹ 3372.25 lakhs for the financial year ended 31.03.2021 as recommended by the Board in addition to the payment of interim dividend of ₹ 1.40/- per share as already declared by the Board and paid accordingly."
- To appoint a Director in place of Shri Sanjeev Kumar Handa (DIN: 07223761), 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 Sanjeev Kumar Handa (DIN: 07223761), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Projects) of the Company."
- To appoint a Director in place of Shri Bollavaram Nagabhushana Reddy (DIN: 08389048), 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 Bollavaram Nagabhushana Reddy (DIN: 08389048), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Government Nominee) of the Company."
- To authorize Board of Directors of the Company to fix remuneration of Auditors for the Financial Year 2021-22 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 appointed by the Comptroller and Auditor General of India, for the Financial Year 2021-22."

### SPECIAL BUSINESS

- To appoint Smt. Vartika Shukla (DIN: 08777885) 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 (including any Statutory modification or re-enactment thereof), Smt. Vartika Shukla (DIN: 08777885), who was nominated as Chairman & Managing



Director by President of India vide MoP&NG letter No. CA-31018/1/2019-PNG (29096) dated 31.08.2021 and appointed as an Additional Director w.e.f. 01.09.2021 (date of assumption of charge) by the Board of Directors to hold the post of Chairman & Managing Director of the Company up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from herself in writing proposing her candidature for the office of Director, be and is hereby appointed as Chairman & Managing Director of the Company, not liable to retire by rotation, to hold office from the date of her assumption of charge of the post (i.e. 01.09.2021) till the date of her superannuation(i.e 28.02.2026) or until further orders of the Government, whichever is earlier, on such terms & conditions, remunerations and tenure as may be determined by the President of India/ Government of India from time to time.”

By order of the Board of Directors

Place: New Delhi  
Date : September 02, 2021

**(S. K. Padhi)**  
Company Secretary

Registered Office: Engineers India Bhawan  
1, Bhikaji Cama Place, New Delhi –110066  
CIN:L74899DL1965GOI004352  
Tel : 011-26100258  
Email : [company.secretary@eil.co.in](mailto:company.secretary@eil.co.in)  
Website:[www.engineersindia.com](http://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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting in respect of all Business items, as set out above is given hereunder.
2. In view of the continuing COVID-19 pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021 (**MCA Circulars**) and SEBI vide Circular no. SEBI/HO/CFD/CMD1 /CIR/P/ 2020/79 dated May 12, 2020 read with SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 (**SEBI Circulars**). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised 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 present situation and as per 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.
6. Members can also access the Annual report at website of the Company/NSE/BSE (<https://engineersindia.com/>, <https://www.nseindia.com/>, <https://www.bseindia.com/> respectively). AGM Notice is also available on the website of NSDL (agency for providing e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Kindly note that no request for the physical copy of Annual Report shall be entertained by the Company on account of COVID-19 pandemic.
7. The facility for joining the 56<sup>th</sup> 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 56<sup>th</sup> 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 or after 8<sup>th</sup> October, 2021 as under:
  - i. to all Beneficial Owners in respect of shares held in dematerialised 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 Tuesday, 7<sup>th</sup> September, 2021;
  - 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 Tuesday, 7<sup>th</sup> September, 2021.
10. Members may note that as per Income Tax Act as amended by Finance Act, 2020, dividend paid or distributed after 1<sup>st</sup> April 2020 shall be taxable in the hands of shareholders w.e.f. April, 1<sup>st</sup> 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to refer to the Income Tax Act for prescribed rates applicable to them.  
 The Shareholders are requested to update their PAN with Alankit Assignments Limited, the Registrar and Transfer Agent of the Company (in case of shares held in physical mode) and depositories (in case of shares held in Demat mode). **Shareholders are requested to note that in case their PAN is not registered/updated before the record date, tax will be deducted at 20% or applicable rate whichever is higher.**  
 Please note that the following information & details, if already registered with RTA/depository will be relied upon by the Company for the purpose of TDS on dividends:
  - I. Valid Permanent Account Number \*
  - II. Residential status as per the Income Tax Act i.e. Resident or Non-Resident
  - III. Category of Shareholder viz. Mutual fund, Insurance Company, Government, FII/FPI, Alternate Investment fund (AIF), Foreign Company or Others like Individual, HUF, Firm, Company etc.
  - IV. Email address



\*If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. **Further as per the Notification of Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.**

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:

- i. Twice the rate specified in the relevant provision of the Income-tax Act; or
- ii. Twice the rate or rates in force; or
- iii. The rate of 5%.

These provisions are effective from July 01, 2021. The Company will be relying on the information verified by the utility available on the Income Tax website.

**For Resident shareholders** TDS is required to be deducted @ 10% as per Section 194 of Income Tax Act, provided valid PAN is registered by Shareholder. Further, no TDS shall be deducted in case dividend paid to resident individual does not exceed ₹ 5000/- during the FY.

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.

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 [virenders@alankit.com](mailto:virenders@alankit.com) by 13<sup>th</sup> September, 2021 (till 11:59 P.M. (IST)).

**For Non-resident shareholders** [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the Income Tax Act, 1961, as the case may be.

Further, Non-resident shareholders including FII/FPI have the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial

Following documents need to be submitted in order to avail treaty benefits:

1. Self- attested copy of PAN, if available
2. Tax Residency Certificate (TRC) valid for FY 2021-22 obtained from authorities of the Country where shareholder is Resident
3. Form 10F duly filled
4. 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 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 2021-22.

For complete list of documents required to be submitted by each category of shareholders latest by 13<sup>th</sup> September, 2021 (till 11:59 P.M. (IST)) for claiming exemptions, lower tax rate, DTAA benefit, etc. kindly refer our website <https://engineersindia.com/investors/corporate-governance/>.

- The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and its completeness to the satisfaction of the Company.
- 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 13<sup>th</sup> September, 2021 (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.

#### 11. Payment of Dividend through electronic means:

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solution Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent – M/s Alankit Assignments Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.





#### 12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide Circular No SEBI/HO/MIRSD/RTAMB/



- CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut off date for re-lodgement of transfer deeds and the Shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised 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.91-11-4254 1201, Email: virenders@alankit.com, Website <https://www.alankit.com/> for assistance in this regard.
13. To support "Green Initiative", Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Registrar and Share Transfer Agent of the Company in case the shares are held by them in physical form.
  14. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to Registrar and Share Transfer Agent of the Company in case the shares are held in physical form.
  15. Members holding shares in physical form in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent of the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  16. 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.
  17. 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 year wise dividend unpaid/unclaimed, Shareholders may refer our website at <https://engineersindia.com/investors/corporate-governance/>. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No.IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
  18. 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.
  19. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/reappointment are annexed with the Notice.
  20. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars. Since the AGM will be held through VC/OAVM, the route map is not annexed to the the Notice.
  21. 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 with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice.
    - ii. The Board of Directors has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) as the Scrutinizer to scrutinize venue e-voting and remote e-voting process in a fair and transparent manner.
- 22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
- i) The remote e-voting period begins on Sunday, 26<sup>th</sup> September, 2021 at 9:30 A.M.(IST) and ends on Tuesday, 28<sup>th</sup> September, 2021 at 5:00 P.M.(IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 22<sup>nd</sup> September, 2021, 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 22<sup>nd</sup> September, 2021.
- 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 numbers and email IDs 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;"> <div>  <p>App Store</p> </div> <div>  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.  
A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
3. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. (Serial no. 22(i)(C)).
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was

communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**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?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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 General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



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

#### 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 santosh@kritiadvisory.com with a copy marked to evoting@nsdl.co.in.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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 [virenders@alankit.com](mailto:virenders@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 [virenders@alankit.com](mailto:virenders@alankit.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode (Serial no. 22(i)(A)).
3. Alternatively shareholder/member may send a request to [evoting@nsdl.co.in](mailto: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:-

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

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

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





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

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

#### Other Instructions

- i. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Wednesday, 22<sup>nd</sup> September, 2021 can also request for the soft copy of Annual report/ Notice by sending a request at virenders@alankit.com. For obtaining Email ID and password, members are requested to follow the instructions given under note no. 22 (ii)
- iii. The Chairman & Managing Director shall, at the 56<sup>th</sup> 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 56<sup>th</sup> 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 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

<https://engineersindia.com> and on the website of NSDL (agency for providing e-voting platform) at [www.evoting.nsdl.com](http://www.evoting.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 time period.

- vi. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 56<sup>th</sup> Annual General Meeting i.e. Wednesday, 29<sup>th</sup> September, 2021.

#### Explanatory Statement

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

#### Item No.6

Smt. Vartika Shukla was appointed as an Additional Director and Chairman and Managing Director w.e.f. 01.09.2021 (date of assumption of charge) in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31018/1/2019-PNG (29096) dated 31.08.2021, till the date of her superannuation (i.e. 28.02.2026) or until further order of the Government, whichever is earlier. Pursuant to the provisions under Section 161 of the Companies Act, 2013, she holds office up to the 56<sup>th</sup> 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. Vartika Shukla, if appointed, will 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 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 56<sup>th</sup> Annual General Meeting.

Except Smt. Vartika Shukla, 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 her as Chairman & Managing Director of the Company. The Board recommends the resolution for your approval.

By order of the Board of Directors

Place: New Delhi  
Date : September 02,2021

(S. K. Padhi)  
Company Secretary

Registered Office:  
Engineers India Bhawan  
1, Bhikaji Cama Place,  
New Delhi – 110066  
CIN:L74899DL1965GOI004352  
Tel : 011-26100258  
Email : company.secretary@eil.co.in  
Website : www.engineersindia.com

**ANNEXURE TO THE NOTICE****BRIEF DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT  
AT THE 56<sup>th</sup> ANNUAL GENERAL MEETING****Item No. 3**

<b>Name</b>	:	Shri Sanjeev Kumar Handa
<b>Date of Birth/Age</b>	:	24.09.1962/58 years
<b>Date of appointment</b>	:	11.03.2019
<b>Qualification</b>	:	B. Tech (Hons.), ICWA (I)
<b>Shareholding in EIL</b>	:	2134 equity shares
<b>Experience in specific Functional Areas</b>	:	He joined EIL as Management Trainee in year 1983. He has over 38 years of extensive design & engineering experience across entire Hydrocarbon value chain & has handled many major Grass Root as well as Brown Field Revamps from concept to commissioning. His varied experience includes Process Design, Detail Engineering & Project Management in areas of Refineries, Petrochemicals, Oil & Gas processing, Fertilisers as well as Storage Terminals. He has wide experience in critical areas of project execution ranging from concept to commissioning. These include project conceptualisation, feasibility studies, technology selection, design & engineering as well as project management. He specialises in execution of revamp projects due to his involvement in multiple revamp projects involving capacity expansion, yield & energy improvement as well as upgradation. He has widely traveled & worked closely with various licensors & international engineering consultants. He is responsible for functioning of the Project Directorate of EIL comprising of six Project Verticals, as well as Construction Division. With an aim to ensure timely execution of the Projects undertaken by EIL, he oversees & monitors the progress of various Projects under execution at multiple sites for a number of clients, both domestic as well as overseas. Shri SK Handa is also on the Board of Ramagundam Fertilisers & Chemicals Limited (RFCL) as nominee of EIL.
<b>Number of Board Meeting attended (FY 2020-21)</b>	:	7
<b>Directorship held in other Public Companies</b>	:	Ramagundam Fertilizers & Chemicals Limited
<b>Chairmanship/ Membership Committees across all public companies* (Including EIL)</b>	:	Member – Audit Committee -EIL
<b>Relationship between Directors / Key Managerial Personnel inter-se</b>	:	None