



इंजीनियर्स
इंडिया लिमिटेड
 (भारत सरकार का उपक्रम)


ENGINEERS
INDIA LIMITED
 (A Govt. of India Undertaking)

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

Notice

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of Engineers India Limited will be held on Tuesday, the 19th day of September, 2017 at 3.00 p.m. at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of Directors and Auditors thereon.
2. To consider declaration of final dividend on equity shares.
3. To appoint a Director in place of Shri Ajay Narayan Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for reappointment.
4. To fix remuneration of Auditors for the financial year 2017-18 and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2017-18.”

SPECIAL BUSINESS

5. To appoint Shri Vipin Chander Bhandari (DIN: 07550501) as Director (HR) 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 provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vipin Chander Bhandari (DIN: 07550501), who was appointed as an Additional Director in the capacity of Director (HR) of the Company by the Board of Directors with effect from 26th August, 2016 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office 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 Shri Vipin Chander Bhandari himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (HR) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 26th August, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting.”

6. To appoint Shri Rakesh Kumar Sabharwal (DIN: 07484946) as Director (Commercial) 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 provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Rakesh Kumar Sabharwal (DIN: 07484946), who was appointed as an Additional Director in the capacity of Director (Commercial) of the Company by the Board of Directors with effect from 27th September, 2016 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office 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 Shri Rakesh Kumar Sabharwal himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (Commercial) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 27th September, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting.”

7. To appoint Ms. Shazia Ilmi Malik (DIN: 07777804) as Non-official Part-time Independent 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 provisions of Section 149, 152 read with Schedule (iv) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof



for the time being in force), Ms. Shazia Ilmi Malik (DIN: 07777804), who was appointed as an Additional Director (Non-official Part-time Independent) of the Company by the Board of Directors with effect from 27th March, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office 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 Ms. Shazia Ilmi Malik herself in writing proposing her candidature for the office of Director, be and is hereby appointed as Non-official Part-time Independent Director of the Company, not liable to retire by rotation, and to hold office till 30.01.2020 or until further orders of the Government, whichever is earlier, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting.”

8. To appoint Shri Jagdish Chander Nakra (DIN: 07676468) as Director (Projects) 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 provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jagdish Chander Nakra (DIN: 07676468), who was appointed as an Additional Director in the capacity of Director (Projects) of the Company by the Board of Directors with effect from 12th April, 2017 pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office 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 Shri Jagdish Chander Nakra himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director in the capacity of Director (Projects) of the Company, liable to retire by rotation, and to hold office for a period of five years with effect from 12th April, 2017 or till the date of his superannuation or until further orders of the Government, whichever is the earliest, on such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Annual General Meeting.”

By order of the Board

Place: New Delhi
Date : : August 4, 2017

(Rajan Kapur)
Company Secretary



Notes

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith.
3. Members are requested to:-
 - (i) bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
 - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
 - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13th September, 2017 to Tuesday, 19th September, 2017 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 52nd Annual General Meeting of the Company be paid to those shareholders whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on Tuesday, 12th September, 2017 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before Tuesday, 12th September, 2017.
7. Members holding shares in physical form are requested to notify immediately Change of Address, Bank Account etc., if any, quoting their Folio Number to M/s Karvy Computershare Private Ltd., Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032 (Tel.No.040-67162222, FaxNo.040-23001153, Email: einward.ris@karvy.com, Website : www.karvy.com or www.karvycomputershare.com) or at 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi – 110 001 (Tel No. 011-43681700, Fax No. 011-43681710, Email: delhi@karvy.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic / Demat form are requested to notify any change of address and change of bank account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL / CDSL.
8. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to provide their Bank Account Number, Name and Address of the Bank / Branch to the Registrar and Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited in respect of shares held in physical mode and to their respective DPs for Demat mode to enable them to incorporate the same in the dividend warrant.
9. Shareholders may avail the facility of National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) for receiving direct credit of Dividend to their accounts with the Banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrant.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
11. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company as on 19th September, 2016 (date of last Annual General Meeting) are available on the website of the Company www.engineersindia.com and on Ministry of Corporate Affairs' website. The shareholders whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.
12. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.



13. Members who have not encashed their dividend warrants pertaining to previous seven years may approach to the Company or its Registrar & Share Transfer Agent for obtaining the payments thereof upon completion of necessary formalities in the said behalf. The subsequent due dates of transfer of unpaid/unclaimed dividend and corresponding shares to IEPF for the respective financial years have been provided in the Corporate Governance Report and also at Company's website.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account/ folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
15. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.
16. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/ reappointment are annexed with the Notice.
17. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.engineersindia.com.
18. Electronic copy of the Annual Report for the financial year 2016-2017 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s)/RTA for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2016-2017 is being sent in the permitted mode.
19. Members may kindly note that the Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative in the Corporate Governance" in view of circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is also posted on the website of the Company at www.engineersindia.com. Further, the appeals were also made to the Members in this regard in the Annual Report of the Company for the financial year 2010-11 onwards, in EGM Notice and in Postal Ballot Notice issued to the Shareholders in respect of approval of Amendment in Articles of Association and Buyback of Shares of the Company. Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at e-mail address eil_annualreport@eil.co.in quoting full details of Folio No./DP, Client ID and name of first/ sole holder or to the concerned depository.
20. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility through M/s Karvy Computershare Private Limited (KCPL) to exercise their right to vote on resolutions proposed to be considered at the 52nd Annual General Meeting (AGM) of the Company by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KCPL.
22. The facility for voting through ballot paper shall be made available at the venue of 52nd AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
23. The members who have cast their vote by remote e-voting prior to the 52nd AGM may also attend the 52nd AGM but shall not be entitled to cast their vote again.
24. The remote e-voting period commences on Friday, 15th September, 2017 at 9.30 a.m. (IST) and ends on Monday, 18th September, 2017 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 12th September, 2017, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
25. The process and manner for remote e-voting is as under:
 - A. In case a Member receives Notice of 52nd AGM through email [for members whose email IDs are registered with the Company/Depository Participant(s)/RTA]:
 - i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser by typing the following URL:<https://evoting.karvy.com>.
 - iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e., Engineers India Limited.



- viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
- x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id eil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- B. In case a Member receives physical copy of the Notice of 52nd AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy] :
- User ID and Initial password as provided.
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
26. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 12th September, 2017.
27. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 52nd AGM and holding shares as of the cut-off date i.e. Tuesday, 12th September, 2017, may obtain the login ID and password by sending a request at mohsin.mohd@karvy.com.
28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 52nd AGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
29. Shri Santosh Kumar Pradhan, Practising Company Secretary (C.P. No. 7647) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
30. The Chairman & Managing Director shall, at the 52nd AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the 52nd AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall after the conclusion of voting at the 52nd AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 52nd 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.
32. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at <http://www.engineersindia.com> and on the website of KCPL at <https://evoting.karvy.com> immediately after the declaration of result by the Chairman & Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
33. The Notice of the 52nd AGM is also placed on the website of the Company at www.engineersindia.com and on the website of KCPL at <https://evoting.karvy.com>.
34. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:-
- Shri Mohsin Uddin, Manager
M/s Karvy Computershare Private Limited
Karvy Selenium Tower-B, Plot No. 31&32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad-500 032
Toll Free No. 1800 345 4001
Email: evoting@karvy.com
35. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 52nd Annual General Meeting i.e. Tuesday, 19th September, 2017.
36. The Route Map of the venue of 52nd AGM along with prominent land-mark is given in the Annual Report.
37. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Annual General Meeting or afterwards.**

By order of the Board

Place: New Delhi
Date : August 4, 2017

(Rajan Kapur)
Company Secretary



Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Shri Vipin Chander Bhandari was appointed as Additional Director in the capacity of Director (HR) w.e.f. 26.08.2016 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/3/2014-CA/FTS:32590 dated 26.08.2016. In terms of the provisions of the Companies Act, 2013, his tenure as Additional Director expired on 19.09.2016. Therefore, his appointment was renewed and accordingly, he was appointed as Additional Director in the capacity of Director (HR) w.e.f. 19.09.2016. Pursuant to Section 161 of the Companies Act, 2013, Shri Vipin Chander Bhandari shall hold office upto the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Vipin Chander Bhandari under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director (HR) of the Company. Brief resume containing, inter-alia, the statutory disclosures of Shri Vipin Chander Bhandari has been given in the Annexure to the Notice of 52nd Annual General Meeting. Shri Vipin Chander Bhandari's appointment is for a period of five years with effect from 26th August, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest. He is liable to retire by rotation. The appointment of Functional Directors are in the pay-scale of ₹ 75,000-1,00,000 p.m. on the terms and conditions approved by the Government of India.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of AGM Notice, except Shri Vipin Chander Bhandari who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Item No. 6

Shri Rakesh Kumar Sabharwal was appointed as Additional Director in the capacity of Director (Commercial) w.e.f. 27.09.2016 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/2/2015-CA/FTS:38384 dated 27.09.2016. In terms of Section 161 of the Companies Act, 2013, Shri Rakesh Kumar Sabharwal shall hold office to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Rakesh Kumar Sabharwal under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director (Commercial) of the Company. Brief resume containing, inter-alia, the statutory disclosures of Shri Rakesh Kumar Sabharwal has been given in the Annexure to the Notice of 52nd Annual General Meeting. Shri Rakesh Kumar Sabharwal's appointment is for a period of five years with effect from 27th September, 2016 or till the date of his superannuation or until further orders of the Government, whichever is the earliest. He is liable to retire by rotation. The appointment of Functional Directors are in the pay-scale of ₹ 75,000-1,00,000 p.m. on the terms and conditions approved by the Government of India.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of AGM Notice, except Shri Rakesh Kumar Sabharwal who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Item No. 7

Ms. Shazia Ilmi Malik was appointed as Additional Director (Non-official Part-time Independent) w.e.f. 27.03.2017 (date of allotment of her DIN) by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31034/1/2016-CA/FTS:46118 dated 31.01.2017. The tenure of Ms. Shazia Ilmi Malik as per said Government of India letter is till 30.01.2020 or until further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, Ms. Shazia Ilmi Malik shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Ms. Shazia Ilmi Malik under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that she continues as Non-official Part-time Independent Director of the Company. Brief resume containing, inter-alia, the statutory disclosures of Ms. Shazia Ilmi Malik has been given in the Annexure to the Notice of 52nd Annual General Meeting. Ms. Shazia Ilmi Malik's appointment is upto 30.01.2020 or until further orders of the Government, whichever is earlier. She is not liable to retire by rotation. Being the Non-official Part-time Independent Director, Ms. Shazia Ilmi Malik 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.



Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of AGM Notice, except Ms. Shazia Ilmi Malik who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Item No.8

Shri Jagdish Chander Nakra was appointed as Additional Director in the capacity of Director (Projects) w.e.f. 12.04.2017 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/1/2015-CA/FTS:36381 dated 12.04.2017. In terms of Section 161 of the Companies Act, 2013, Shri Jagdish Chander Nakra shall hold office to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Jagdish Chander Nakra under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director (Projects) of the Company. Brief resume containing, inter-alia, the statutory disclosures of Shri Jagdish Chander Nakra has been given in the Annexure to the Notice of 52nd Annual General Meeting. Shri Jagdish Chander Nakra's appointment is for a period of five years with effect from 12th April, 2017 or till the date of his superannuation or until further orders of the Government, whichever is the earliest. He is liable to retire by rotation. The appointment of Functional Directors are in the pay-scale of ₹ 75,000-1,00,000 p.m. on the terms and conditions approved by the Government of India.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 of AGM Notice, except Shri Jagdish Chander Nakra who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

By order of the Board

Place: New Delhi
Date : August 4, 2017

(Rajan Kapur)
Company Secretary



Brief Resume of Director, retiring by rotation and eligible for re-appointment vide Item No. 3 of Notice of 52nd AGM:

Item No. 3

Name	:	Shri Ajay Narayan Deshpande
Father's Name	:	Late Shri Narayan Raghunath Deshpande
Designation	:	Director (Technical)
Official Address	:	Engineers India Limited 1, Bhikaji Cama Place, New Delhi-110066
Date of Birth	:	2 nd January, 1958
Qualifications	:	Chemical Engineering – Nagpur University Post Graduate in Systems & Management, IIT, Delhi Advance Management Programme at ASCI-Hyderabad
Experience	:	He has worked in various capacities of the Company over the past 37 years, including oil and gas, refinery and petrochemicals sector, covering the functions of process design/development, research and development, plant operations and safety, heat & mass transfer, environmental engineering, specialist materials and information technology in the Technology Division. He also has exposure to Project Management having worked in execution of Projects. He is responsible for the Company's technology initiatives and for meeting the MOU targets on R&D and Sustainability. He has co-authored twelve patent applications on behalf of the Company. He has served as part time Director for two years on the Board of CEIL, an EIL subsidiary for certification services and is presently part time Director on Board of a JV Company of EIL for Ramagundam Fertilizer Project. As full time Director (Technical) of EIL, he is responsible for all Technology and Engineering Divisions within the Company. He is a member of the MoP&NG Steering Committee on Make in India and is anchoring the Start-up India initiative of the Company as well. He has been conferred with Fellowship of INAE in 2016 and with Fellowship of IChE in 2017.
Other Directorships	:	Ramagundam Fertilizers and Chemicals Limited
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	8
Shareholding in EIL	:	7880 equity shares
Relationship between Directors / Key Managerial Personnel inter-se	:	None



Brief Resume of Additional Directors vacating office at 52nd AGM and proposed to be appointed vide Item Nos. 5 to 8 of Notice of 52nd AGM:

Item No. 5

Name	:	Shri Vipin Chander Bhandari
Father's Name	:	Shri Vidya Sagar Bhandari
Designation	:	Director (HR)
Official Address	:	Engineers India Limited 1, Bhikaji Cama Place, New Delhi-110066
Date of Birth	:	22 nd February, 1960
Qualifications	:	B.Sc Engineering in Electrical from Delhi College of Engineering, 1981. MBA from FMS, University of Delhi.
Experience	:	He joined EIL in 1981 as a Management Trainee and has vast and rich experience of more than 35 years in the areas of Design and Engineering, Project Management and Human Resource Management. He started his career as a design engineer and has worked in a wide variety of projects of Refineries, Petrochemicals, Gas Processing, Onshore and Offshore Pipeline, Offshore Platforms etc. He was the Project Manager for the Prestigious Guru Gobind Singh Refinery Project of HMEL which set international benchmarks in project execution. Subsequently, he spearheaded EIL's diversification into Power and Renewable energy sectors. He has been deeply involved in various strategic exercise and developing the Mentoring process and Management Pipeline Programme at EIL. He is a Chartered Engineer and a member of the Institution of Engineers.
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	5
Shareholding in EIL	:	280 equity shares
Relationship between Directors / Key Managerial Personnel inter-se	:	None



Item No. 6

Name	:	Shri Rakesh Kumar Sabharwal
Father's Name	:	Shri Krishan Lal Sabharwal
Designation	:	Director (Commercial)
Official Address	:	Engineers India Limited 1, Bhikaji Cama Place, New Delhi-110066
Date of Birth	:	20 th May, 1962
Qualifications	:	B.E. Mech. from Punjab Engineering College MBA from IGNOU LLB from DU Certificate in Export Marketing from IIFT
Experience	:	He has more than 33 years of experience in various positions in all areas of commercial function since 1983. He has hands on experience in all areas of international and domestic commercial domain. He is well conversant with various aspects of International trade, EXIM procedures, taxation, legal aspects etc. He has proven competence in systems development. His job responsibilities include establishing fair and transparent systems, planning manpower allocation, finalizing e-enabling strategies including e-procurement, evaluation techniques, negotiation methodologies and interface management, development of suitable commercial procedures, finalization of detailed contractual terms for domestic and global commerce. He was also posted in Dubai for independently leading entire materials function for Gasoline Facilities Project of Iso Octane Company, Dubai during 1998 – 1999. He has successfully demonstrated leadership skills over the years. He has successfully managed various functions including day-to-day operations under complex management situations. He was also actively involved with IT Applications in various business processes in Engineers India Limited and has been spearheading IT applications in Commercial Function for the last several years. He is also Member of All India Management Association, Indian Institute of Materials Management and Indian Institute of Foreign Trade.
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	5
Shareholding in EIL	:	7400 equity shares
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Item No. 7**

Name	:	Ms. Shazia Ilmi Malik
Father's Name	:	Late Mohd. Ishaq Ilmi
Designation	:	Non-official Part-time Independent Director
Official Address	:	E-355, II Floor, Greater Kailash-II, Delhi-110048
Date of Birth	:	7 th June, 1970
Qualifications	:	Masters degree in Mass Communication Broadcast & Journalism from Jamia Milia University and Diploma in Film Production
Experience	:	She has 16 years of experience in electronic journalism, of which seven years were in India's prime Hindi news channel "Star News". She had regularly anchored daily news bulletins and specials, covering a large spectrum from international politics to local elections. This included travelogues, election specials, developmental news reports and several exclusive interviews. She produced and directed several current affairs shows as part of her television career. Issue covered, produced/directed travel shows, documentaries, current affairs, panel discussions and talk shows. She is a gender activist, dynamic political leader, film maker, former television journalist, anchor and Spokesperson of the Global Citizen Forum and Member of the Film Certification Appellate Tribunal (FCAT). She is also a brand ambassador for the Prime Minister's "Swachh Bharat Mission" (Clean India initiative), 2014. She was among the nine, selected by Delhi Government to spread the message of cleanliness and hygiene in Delhi. She was a founder member of India's "Aam Aadmi Party" and served in the party's National executive Committee from 2012-2014. She quit the party in May 2014. She was the spokesperson and media strategist for the "India Against Corruption" movement led by social activist Anna Hazare during 2011-2012. The campaign was to institute an Ombudsman popularly known as "Jan Lokpal Bill". The campaign caught the imagination of millions of Indians and became a widespread protest across the nation. She has led campaigns and spoken out on gender issues over the years. She led scores of protests at Jantar Mantar and other places across the city for women's safety and empowerment. She has participated in various national and international conferences and seminars on women's rights and issues.
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	Nil
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None



Item No. 8

Name	:	Jagdish Chander Nakra
Father's Name	:	Shri Tara Singh Nakra
Designation	:	Director (Projects)
Official Address	:	Engineers India Limited 1, Bhikaji Cama Place, New Delhi-110066
Date of Birth	:	19 th January, 1961
Qualifications	:	B.E (Mechanical)-Punjab Engineering College, Chandigarh. Post Graduate Diploma in Management Studies, Jamnalal Bajaj Institute of Management Studies, Mumbai University
Experience	:	He has varied experience of about 36 years in the fields of Projects, Construction & Marketing. Before taking over charge as Director (Projects), he was Executive Director - Incharge (Projects) in Engineers India Limited (EIL). He joined EIL in 1983 as a Mechanical Engineer (Construction) in the Ocean Engineering Division. He subsequently served in various capacities in Marketing and Project Divisions. He has led the Marketing teams to generate business for EIL in India and abroad as well as Project Management teams for implementation of major projects. Prior to joining EIL, he worked as Mechanical Engineer in JagatJit Cotton Textile Mills (JCT), Fibre Division, Hoshiarpur from 1981 to 1983
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	Nil
Shareholding in EIL	:	8534
Relationship between Directors / Key Managerial Personnel inter-se	:	None