



Report on Corporate Governance

1. Company's Philosophy on Corporate Governance

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations.

2. Board of Directors

a) Composition of the Board of Directors

Engineers India Limited is a public sector undertaking and all the Directors are appointed by the Government of India. The Board has a mix of Executive and Non-Executive Directors. The Articles of Association of the Company stipulates that the number of Directors shall not be less than five and not more than twenty five. As on 31.03.2018, the Board comprises of 11 Directors viz. C&MD [holding additional charge of Director (Projects), Director (Technical) and Director (Finance)], 2 Executive Directors (Functional) and 8 Non-Executive Directors out of which one is Government Nominee Director and seven are Non-official Independent Directors. The Executive Directors (Functional) are reporting to the Chairman and Managing Director.

b) Number of Board Meetings

The Board of Directors met 10 times during the financial year 2017-18. The details of the Board Meetings are as under:

S. No.	Date of Meeting	Place	Board Strength	No. of Directors present
1.	May 15, 2017	New Delhi	12	10
2.	May 22, 2017	New Delhi	12	9
3.	June 27, 2017	New Delhi	12	9
4.	July 19, 2017	New Delhi	12	11
5.	August 9, 2017	New Delhi	12	9
6.	October 25, 2017	New Delhi	14	13
7.	November 20, 2017	New Delhi	13	11
8.	January 3, 2018	New Delhi	12	9
9.	January 30, 2018	New Delhi	12	11
10.	March 12, 2018	New Delhi	11	11

c) Attendance record of Directors at Board Meetings and Annual General Meeting and number of other Directorships/Committee Memberships/Chairmanships.

Attendance of each Director at the Board Meetings and at the last Annual General Meeting held during the financial year 2017-2018 and number of other Directorships / Committee Memberships/ Chairmanships of each Director is given below:

Name of the Director	Attendance Particulars		Number of other Directorships / Committee Memberships / Chairmanships		
	Board Meetings	Last Annual General Meeting held on 19/09/2017	Other Directorships	Other Committee Memberships**	Other Committee Chairmanships**
A) Chairman and Managing Director (Executive)					
Shri Jagdish Chander Nakra ^{*1}	9	Yes	2	-	-
B) Executive Directors (Functional)					
I) Present Directors					
Shri V.C. Bhandari	9	Yes	-	-	-
Shri R.K. Sabharwal	10	Yes	-	-	-
II) Directors Retired					
Shri Sanjay Gupta ^{*2}	6	Yes	-	-	-



Name of the Director	Attendance Particulars		Number of other Directorships / Committee Memberships / Chairmanships		
	Board Meetings	Last Annual General Meeting held on 19/09/2017	Other Directorships	Other Committee Memberships**	Other Committee Chairmanships**
Shri Ajay N. Deshpande ^{*3}	9	Yes	-	-	-
C) Non-Executive Directors					
I) Present Directors					
Shri Sandeep Poundrik	5	No	1	-	-
Dr (Prof.) Mukesh Khare	6	Yes	2	1	-
Shri Umesh Chandra Pandey	9	Yes	2	-	1
Shri V.K. Deshpande	8	No	3	-	-
Mrs. Arusha Vasudev	7	Yes	-	-	-
Ms. Shazia Ilmi Malik	9	Yes	-	-	-
Shri Chaman Kumar ^{*4}	5	-	-	-	-
Shri Rajesh Kumar Gogna ^{*5}	5	-	-	-	-
I) Directors Retired #					
Ms. Sushma Taishete ^{*6}	6	No	-	-	-

including nomination withdrawn by the appointing authority.

Remarks:

- *-1 Shri Jagdish Chander Nakra, Director (Projects) was appointed as Additional Director and Chairman & Managing Director w.e.f. 12th February, 2018 (A/N) in terms of Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31/1/2017-CA(14564) dated 12th February, 2018. He ceased to be Director (Projects) consequent to his appointment as Chairman & Managing Director w.e.f. 12.02.2018 (A/N).
- *-2 Shri Sanjay Gupta, Chairman & Managing Director holding additional charge of Director (Finance) ceased to be the Chairman & Managing Director of the Company w.e.f. 1.11.2017 due to his retirement on attaining the age of superannuation on 31.10.2017.
- *-3 Shri Ajay N. Deshpande, Director (Technical) holding additional charge of Director (Finance) and Chairman & Managing Director ceased to be Director (Technical) w.e.f. 1.02.2018 due to his retirement on attaining the age of superannuation on 31.01.2018
- *-4 Shri Chaman Kumar was appointed as Additional Director (Non-official Independent) w.e.f. 8.09.2017 in terms of Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31034/2/2017-CA/FTS:49128 dated 8.09.2017.
- *-5 Shri Rajesh Kumar Gogna was appointed as Additional Director (Non-Official Independent) w.e.f. 20.09.2017 (date of allotment of DIN) in terms of Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31034/2/2017-CA/FTS:49128 dated 8.09.2017.
- *-6 Ms. Sushma Taishete, Director (Government Nominee) ceased to be Director of the Company w.e.f. 24.11.2017.
– For details regarding additional charges to the Directors, kindly refer Directors' Report.
- ** None of Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the companies in which he is a Director. Membership/ Chairmanship in committee is reckoned pertaining to Audit Committee and Stakeholders Relationship Committee and based on disclosures received from Directors.

Notes: (i) None of the Independent Directors are holding Directorships in more than seven listed companies.
(ii) None of the Functional Directors are acting as Independent Director in any listed Company.
(iii) The Company has not issued any convertible instruments.



d) Board Procedure

The meetings of the Board of Directors are generally held at the Company's Registered Office in New Delhi. The meetings are generally scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly performance and the financial results. The time gap between two meetings was not more than three months. The agenda for the meetings is prepared by the concerned officials, sponsored by the concerned Functional Directors and approved by C&MD. The Board papers are circulated to the Directors in advance. The members of the Board have access to all information and are free to recommend inclusion of any matter in the agenda for discussion. Senior executives are invited to attend the Board meetings and provide clarification as and when required. Action Taken Reports are put up to the Board periodically. To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to Committees of the Board set up for the purpose.

e) Code of Business Conduct and Ethics for Board Members and Senior Management.

The Board of Directors has laid down the Code of Business Conduct and Ethics for all Board Members and Senior Management of the Company. The same has also been posted on the Website of the Company.

Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance for CPSEs and Companies Act, 2013.

All the Members of the Board and Senior Management Personnel have affirmed compliance of the Code of Business Conduct and Ethics for the financial year ended on March 31, 2018.

Place: New Delhi
Date: 25.05.2018

(Jagdish Chander Nakra)
Chairman & Managing Director
and Addl. Charge-D(P)

f) Performance Evaluation

EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the Company has not laid down any criteria for performance evaluation of the Independent Directors and the Board.

g) Separate Meeting of Independent Directors

A separate Meeting of the Independent Directors was held on 29.01.2018 as per the Guidelines issued by DPE on Role & Responsibilities of Non-Official Independent Directors of CPSEs and in compliance to the other statutory provisions in this regard. All the Independent Directors except Dr. (Prof.) Mukesh Khare attended the separate Meeting. This Meeting assessed the quality, quantity and timeliness of flow of information necessary for the Board to effectively and reasonably perform their duties.

h) Familiarisation programme for Board Members

The Company has a well defined Training Policy for training of Board Members which inter-alia include the various familiarisation programmes in respect of their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. Further, the same is also taken care during the various Strategy Meets of the Company and different presentations on the statutory Laws in the Board/Committee meetings. The details of such familiarisation programmes/ Training Policy have also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

i) Compliance Reports

To the best of the knowledge and belief, the Company is complying with all applicable laws as on date except with regard to Performance Evaluation of the Directors and Policy for Preservation of Documents. The Board has reviewed Compliance Report of all Laws applicable to the Company and the steps taken by the Company to rectify instances of non compliances.

3. Audit Committee

As on 31.03.2018, the Audit Committee comprises of Shri Umesh Chandra Pandey, Non-official Independent Director as Chairman, Dr. (Prof.) Mukesh Khare, Mrs. Arusha Vasudev, Ms. Shazia Ilmi Malik, Shri Chaman Kumar and Shri Rajesh Kumar Gogna, Non-official Independent Directors as members. The Committee was reconstituted during the year due to the following:-

- Ms. Shazia Ilmi Malik was inducted as member w.e.f. 15.05.2017.

- Shri V.K. Deshpande ceased to be member w.e.f. 3.01.2018.

- Shri Chaman Kumar and Shri Rajesh Kumar Gogna were inducted as members w.e.f. 3.01.2018.



The details of meetings held during the financial year 2017-18 and the attendance of the Members is given below:

S. No.	Date of the Meeting	Name of the Members	Category	Attendance
1.	22.05.2017	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Not Present
		Shri V.K. Deshpande	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Present
2.	9.06.2017	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Present
		Shri V.K. Deshpande	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Present
3.	9.08.2017	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Present
		Shri V.K. Deshpande	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Not Present
4.	25.10.2017	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Present
		Shri V.K. Deshpande	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Not Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Present
5.	29.01.2018	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Not Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Present
		Shri Chaman Kumar	Non-Executive (Independent)	Present
		Shri Rajesh Kumar Gogna	Non-Executive (Independent)	Present
6.	30.01.2018	Shri Umesh Chandra Pandey	Non-Executive (Independent) - Chairman	Present
		Dr. (Prof.) Mukesh Khare	Non-Executive (Independent)	Not Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
		Ms. Shazia Ilmi Malik	Non-Executive (Independent)	Present
		Shri Chaman Kumar	Non-Executive (Independent)	Present
		Shri Rajesh Kumar Gogna	Non-Executive (Independent)	Present

The Audit Committee invites Senior Executives & External Auditors whenever it considers appropriate to be present in the meetings. The Head of Internal Audit Department and Director (Finance) operations attend the meetings of the Audit Committee as invitees.

Role/Scope of Audit Committee includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board, the fixation of Audit fees payable to Statutory Auditors appointed by C&AG;
3. Recommendation to the Board, the appointment of Cost Auditors of the Company and fixation of their cost Audit Fees;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same ;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management



- d. Significant adjustments made in the financial statements arising out of audit findings ;
 - e. Compliance with listing and other legal requirements relating to financial statements ;
 - f. Disclosure of any related party transactions ;
 - g. Qualifications in the draft audit report ;
 - h. modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 9. Approval or any subsequent modification of transactions of the Company with related parties;
 10. Scrutiny of inter-corporate loans and investments;
 11. Valuation of undertakings or assets of the Company, wherever it is necessary;
 12. Evaluation of internal financial controls and risk management systems;
 13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 14. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 15. Discussion with internal auditors and/or auditors of any significant findings and follow up there on;
 16. Reviewing the findings of any internal investigations by the internal auditors/auditors/agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
 19. To review the functioning of the Whistle Blower mechanism;
 20. To review the follow-up action on the audit observations of C&AG Audit;
 21. To review the follow-up action taken on the recommendation of Committee on Public Undertakings (COPU) of the Parliament;
 22. Provide an open avenue of communication between the Independent auditor, internal auditor and the Board of Directors;
 23. Review with the independent auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources;
 24. Consider and review the following with the independent auditor and the management:
 - The adequacy of internal controls including computerized information system controls and security, and
 - Related findings and recommendations of the Independent auditor and internal auditor, together with the management responses;
 25. The Audit Committee shall mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the Chief internal auditor.
 - f) Certification/Declaration of Financial Statements by the Chief Executive/Chief Financial Officer.
 - g) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);



26. Review all Related Party Transactions in the Company. For this purpose, the Audit Committee may designate a member who shall be responsible for reviewing related party transactions;
27. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
28. The Audit Committee shall have additional functions/features as prescribed under Companies Act 2013, Listing Regulations, DPE Guidelines as amended from time to time.

Explanation (I): The term “related party transactions” shall have the same meaning as provided in the Listing Regulations, DPE Guidelines and Companies Act 2013 read with related rules issued thereon including any statutory modifications and amendments as may be issued from time to time.

4. Subsidiary Companies

The Company is having one wholly owned subsidiary viz. Certification Engineers International Limited (CEIL). This subsidiary Company does not fall under the category of “material non-listed subsidiary Company” within the meaning of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance. The Audit Committee of EIL has reviewed the financial statements and performance, in particular, the investments made by CEIL. The Minutes of the Board Meetings of CEIL have also been placed before the Board Meetings of EIL. The Board of Directors of the Company periodically review the details of all significant transactions and arrangements entered into by CEIL, being un-listed subsidiary Company. In accordance with the provisions of the Listing Regulations, the Company has formulated a policy for determining Material Subsidiaries and the same has also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

5. Related Party Transactions

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions and the same has been revised from time to time. The same has been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>. The Company gives the disclosure regarding the details of all the material transactions with related parties on quarterly basis along with the compliance report on Corporate Governance. Further, suitable disclosure as required by the Accounting Standard (Ind AS24) has been made in the notes to the Financial Statements.

6. Nomination and Remuneration Committee/Remuneration of Directors

There is no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company. The Non-official Directors nominated on the Board do not draw any remuneration from the Company for their role as Director. The sitting fees fixed for Non-official Independent Directors of the Company has been increased by the Board of Directors in their Meeting held on 20.11.2017 from ₹ 15,000 to ₹ 25,000/- for each meeting of the Board of Directors and from ₹15,000 to ₹ 20,000/- for each meeting of the Committees of the Board of Directors attended by them. The Non-Executive Directors are not holding any shares in the Company. The Functional Directors including the Chairman and Managing Director are appointed by the Government of India and are being paid remuneration as per the terms of their appointment. The Company has a Nomination and Remuneration Committee which has been formed by the Board of Directors in its meeting held on 19.12.2008 as per DPE OM dated 26th November, 2008 regarding pay revision of CPSE executives.

The scope of the Nomination and Remuneration Committee is as under:-

“Finalizing the salary, structure, applicable perks & allowances and deciding the annual bonus pool/variable pay & policy for its distribution across the executives and non-unionised supervisors within prescribed limits. May also decide issues like ESOP schemes, performance incentive schemes, superannuation benefits and any other fringe benefits. Also extends to the review of Non-Executive Directors’ fees.”

As on 31.03.2018, the Nomination and Remuneration Committee comprises of Shri Rajesh Kumar Gogna, Non-official Independent Director as Chairman, Shri V.K. Deshpande, Shri Umesh Chandra Pandey, Mrs. Arusha Vasudev and Shri Chaman Kumar, Non-official Independent Directors as the members of the committee. Director (HR) is the convener of this committee. The Committee was reconstituted during the year due to the following:

- Ms. Sushma Taishete ceased to be member w.e.f. 24.11.2017.
- Shri Rajesh Kumar Gogna was inducted as member and chairman w.e.f. 3.01.2018 in place of Shri V.K. Deshpande, who continued as member.
- Shri Chaman Kumar was inducted as member w.e.f. 3.01.2018.

The details of meeting held during the financial year 2017-18 and the attendance of the Members is given below:

S. No.	Date of the Meeting	Name of the Members	Category	Attendance
1.	15.05.2017	Shri. V.K Deshpande	Non-Executive (Independent) - Chairman	Present
		Ms. Sushma Taishete	Non-Executive (Government Nominee)	Present
		Shri Umesh Chandra Pandey	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present



S. No.	Date of the Meeting	Name of the Members	Category	Attendance
2.	22.05.2017	Shri. V.K Deshpande	Non-Executive (Independent) - Chairman	Present
		Ms. Sushma Taishete	Non-Executive (Government Nominee)	Present
		Shri Umesh Chandra Pandey	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Present
3.	25.10.2017	Shri. V.K Deshpande	Non-Executive (Independent) - Chairman	Present
		Ms. Sushma Taishete	Non-Executive (Government Nominee)	Present
		Shri Umesh Chandra Pandey	Non-Executive (Independent)	Present
		Mrs. Arusha Vasudev	Non-Executive (Independent)	Not Present

The details of remuneration paid to the Functional Directors during the financial year ended March 31, 2018 are as under:

(Amount in ₹)

S. No	Name of Director	Salary and Allowances	Other Benefits	Performance Related Pay/ Productivity Linked Reward	Stock Options during the year 2017-18	Total
1	Shri J.C. Nakra	3675660	573875	115293	Nil	4364828
2	Shri Ajay N Deshpande	3189942	394356	225535	Nil	3809833
3	Shri Sanjay Gupta	2191792	1006590	319063	Nil	3517445
4	Shri Ram Singh	472043	88020	253452	Nil	813515
5	Shri V.C. Bhandari	3734806	529031	175672	Nil	4439509
6	Shri Rakesh Kumar Sabharwal	3758713	491075	164885	Nil	4414673
	Total	17022956	3082947	1253900	Nil	21359803

Details of payments towards sitting fees to Independent Directors:- during the financial year 2017-18 are given below:-

(Amount in ₹)

Name of Non-official Independent Director	Sitting Fees*		Total
	Board Meeting	Committee Meeting	
Dr. (Prof.) Mukesh Khare	110000	90000	200000
Mrs. Arusha Vasudev	125000	165000	290000
Shri V.K. Deshpande	150000	235000	385000
Shri Umesh Chandra Pandey	175000	220000	395000
Ms. Shazia Ilmi Malik	175000	155000	330000
Shri Chaman Kumar	115000	60000	175000
Shri Rajesh Kumar Gogna	115000	60000	175000
Total	965000	985000	1950000

*Gross Fees excluding taxes as per applicable Tax Laws and Rules.

7. Accounting Treatment

The Financial statements have been prepared as per generally accepted accounting principles and in accordance with the prescribed Accounting Standards.

8. Risk Management

EIL is committed to effective management of risks across the organization by aligning its risk management strategy to its business objectives and by instituting a risk management structure and frame work for timely identification, assessment, mitigating, monitoring and reporting of risks. Accordingly, a robust Enterprise Risk Management and Project Risk Management framework have been designed and deployed. During this year, EIL's Risk Management process has been further upgraded to meet the changes in the regulatory requirements and has also been integrated with the Risk Management requirements of ISO 9001:2015 (Quality Management System standard). The linkage of the Risk Management system with the Quality Management system has provided an added advantage by further ingraining Risk Management into the day to day business operations.

The Risk Management committee is a key governing body of the Risk management function at EIL. The Risk Management Committee (RMC) of the Board comprises of both independent Directors and functional Directors and is headed by an independent Director. The Risk Management Committee is supported by the Corporate Risk Assurance (CRA) group which performs day-to-day activities required to maintain and improve Risk Management.



Major functions of the Risk Management Committee are:

- Review & monitoring of Risk Management policy, risk management plan and risk management process from time to time.
- Approving and informing the Board about risk identification, assessment, control and mitigation procedures.
- Reviewing Project Risk Management Plans
- Reviewing reports on Risk Management compliance verification and status of implementation
- Guiding Corporate Risk Assurance group in integration of enterprise wide Risk Management (ERM) with business planning, business strategy, management activities and operational objectives.

The status of Enterprise Risk Management (ERM) and Project Risk Management Plans (PRMPs) is reviewed on a Quarterly basis by the Risk Management committee. The Risk Management Committee plays an active role in reviewing the status and providing the required interventions for improving the effectiveness of the Risk Management System and aligning it with Business objectives.

Risk Management Committee

As on 31.03.2018, the Risk Management Committee comprises of Shri V.K. Deshpande, Non-official Independent Director as Chairman, Mrs. Arusha Vasudev, Dr. (Prof.) Mukesh Khare, Shri Rajesh Kumar Gogna, Non-official Independent Directors as members of the Committee. Further, Director (Projects), Director (Technical) and Director (Finance) were also the members whose additional charges were held by Shri J.C. Nakra, C&MD. The Committee was reconstituted during the year due to the following:

- Mrs. Arusha Vasudev, Dr. (Prof.) Mukesh Khare, Ms. Shazia Ilmi Malik were inducted as member w.e.f. 22.05.2017.
- Shri V.K. Deshpande was made the Chairman of the committee w.e.f. 22.05.2017 in place of Shri Umesh Chandra Pandey, who continued as member.
- Shri Rajesh Kumar Gogna was Inducted as member w.e.f. 03.01.2018
- Shri Umesh Chandra Pandey and Ms. Shazia Ilmi Malik ceased to be member of the committee w.e.f. 03.01.2018.

The Committee met 4 times during the year on 9.06.2017, 8.08.2017, 24.10.2017 and 29.01.2018. The details regarding number of meetings attended by each Director are given below:-

S.No.	Name of the Members	Number of Meetings attended
1.	Shri V.K. Deshpande	4
2.	Shri Umesh Chandra Pandey	3
3.	Dr. (Prof.) Mukesh Khare	2
4.	Mrs. Arusha Vasudev	3
5.	Ms. Shazia Ilmi Malik	2
6.	Shri Sanjay Gupta*	-
7.	Shri Ajay N. Deshpande	4
8.	Shri Jagdish Chander Nakra	3
9.	Shri Rajesh Kumar Gogna	1

*Shri Sanjay Gupta was member of the Committee due to having additional charge of Director (Finance) & Director (Projects).

9. Proceeds from Public Issues, Rights Issues and Preferential Issues

The Company has not raised any money through Public Issue, Right Issues or any Preferential Issues during the financial year 2017-18. However during the period under review, the Company has Buyback 4,19,61,780 equity shares of the Company. The President of India, acting through DIPAM and Ministry of Petroleum and Natural Gas, Government of India has divested 4,19,46,454 equity shares in the Buyback of shares. Further, the President of India has sold 1,35,88,409 equity shares of the Company to BHARAT 22 ETF through a New Fund Offer (NFO) in terms of Scheme framed in this regard. Consequently, Government of India (Promoter) shareholding as on **31.03.2018 stands reduced to 52.02% (32,86,89,731 equity shares)** as compared to 57.02% (38,42,24,594 equity shares) as on 31.03.2017.

10. Shareholders

- The brief resume of the Directors seeking appointment/reappointment together with the nature of their expertise in specific functional areas, disclosure of relationships between Directors inter-se, names of companies in which they hold Directorships and the membership/chairmanship of Committees in other companies along with their shareholding in the Company etc. as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance and other statutory provisions is annexed to the Notice calling the Annual General Meeting.
- None of the Directors/KMPs of the Company are inter-se related as on 31st March, 2018.
- None of the Non-Executive Directors hold any equity shares in the Company as on 31st March, 2018.

D) Means of Communication

Quarterly, Half Yearly Results and Yearly Results	Published in Economic Times (all editions) & Financial Express (all editions) in English, Economic Times (Delhi) & Nav Bharat Times (Delhi) in Hindi and Economic Times (Ahmedabad & Mumbai) in Gujarati.
Displayed on Website	www.engineersindia.com and simultaneously posted on the NSE Electronic Application Processing System namely www.connect2nse.com/LISTING/ and BSE Listing Centre
Whether it displays official news, releases and presentations made to media, analyst, institutional investors, etc.	Yes



Exclusive email id for redressal of investors' complaints	company.secretary@eil.co.in
Exclusive email id for registering/updating e-mail ids in terms of MCA circular issued regarding Green Initiative in Corporate Governance and provisions of Companies Act, 2013 read with Rules.	eil.annualreport@eil.co.in

As a part of Green initiative in Corporate Governance, the Company has sent the Annual Reports for the financial year 2016-17 and other communications like NECS/ECS credit information for final and interim dividend to large number of shareholders for the financial years 2016-17 & 2017-18 respectively through e-mail ids of the shareholders registered with NSDL/ CDSL/Company/RTA.

E) Stakeholders Relationship Committee of the Board

The Company is having a Stakeholders Relationship Committee. As on 31.03.2018, the Stakeholders Relationship Committee comprises of four Directors (Two Non-official Independent Directors and two Executive Functional Directors) viz. Ms. Shazia Ilmi Malik as Chairperson, Shri V.K. Deshpande, Non-official Independent Directors, Director (HR) and Director (Commercial) as the members of the Committee. The Committee was reconstituted during the year due to the following:

- Director (Commercial) was inducted as member in place of Director (Finance) w.e.f 22.05.2017.

- Ms. Shazia Ilmi Malik was inducted as member and chairperson w.e.f. 3.01.2018 in place of Shri V.K. Deshpande, who continued as member.

The Committee met 4 times during the year on 22.05.2017, 9.08.2017, 25.10.2017 and 29.01.2018 and all the members were present in each meeting, except in meeting of 22.05.2017, Shri Vipin Chander Bhandari, Director (HR) was not present.

F) Share Transfer Committee of the Board

The Company has a Share Transfer Committee in place. As on 31.03.2018, the Share Transfer Committee comprises of three Directors viz. C&MD as Chairman, Director (HR) and Director (Commercial) as the members of the Committee. The Committee was reconstituted during the year due to the following:

- C&MD was inducted as Chairman w.e.f. 1.02.2018 in place of Director (Technical).

The Share Transfer Committee met 51 times during the financial year 2017-18 on 3.04.2017, 10.04.2017, 17.04.2017, 24.04.2017, 2.05.2017, 8.05.2017, 15.05.2017, 22.05.2017, 29.05.2017, 5.06.2017, 12.06.2017, 19.06.2017, 27.06.2017, 3.07.2017, 10.07.2017, 17.07.2017, 24.07.2017, 31.07.2017, 7.08.2017, 14.08.2017, 21.08.2017, 28.08.2017, 4.09.2017, 11.09.2017, 18.09.2017, 25.09.2017, 3.10.2017, 9.10.2017, 16.10.2017, 23.10.2017, 30.10.2017, 6.11.2017, 13.11.2017, 20.11.2017, 24.11.2017, 4.12.2017, 11.12.2017, 18.12.2017, 26.12.2017, 1.01.2018, 8.01.2018, 15.01.2018, 22.01.2018, 29.01.2018, 12.02.2018, 19.02.2018, 26.02.2018, 5.03.2018, 12.03.2018, 19.03.2018 and 26.03.2018. All the members were present in each meeting except the following:-

(i) Director (HR) was not present in the Meetings held on 22.05.2017, 29.05.2017, 5.06.2017, 12.06.2017, 3.07.2017, 7.08.2017 and 11.09.2017.

(ii) Director (Technical) was not present in the Meeting held on 10.07.2017.

M/s Karvy Computershare Pvt. Limited has been appointed as Registrar and Share Transfer Agent to register share transfers, coordinate with the Depositories and to look after the redressal of shareholders' and investors' complaints. The complaints received from investors relating to transfer of shares, non-receipt of balance - sheets, dividends etc. and also the complaints received through SEBI, Ministry of Corporate Affairs and the Stock Exchanges are being attended by the Transfer Agent on priority basis. The Company Secretary is nominated as the Compliance Officer. The activities of the Registrar & Share Transfer Agent are being audited independently by a practicing Company Secretary.

G) HR Committee of the Board

The HR Committee has been constituted to deal with some specific HR issues including revision in HR Policies and Rules. As on 31.03.2018, the HR Committee comprises of C&MD of EIL as Chairman, Shri Umesh Chandra Pandey, Shri Chaman Kumar, Shri Vikas Khushalrao Deshpande, Non-official Independent Directors, Director (HR) and Director (Commercial) as the members of the Committee. Further, Director (Projects), Director (Technical) and Director (Finance) were also the members whose additional charges were held by Shri J.C. Nakra, C&MD. The Committee was reconstituted during the year due to the following:

- Shri Chaman Kumar and Shri V.K. Deshpande, Non-official Independent Directors were inducted as members w.e.f. 3.01.2018.

The Committee met 2 times during the year 2017-18 on 15.05.2017 and 28.09.2017. The details regarding number of meetings attended by each Director are given below:-

S.No.	Name of the Members	Number of Meetings attended
1.	Shri Sanjay Gupta (upto 31.10.2017)	2
2.	Ms. Sushma Taishete (upto 23.11.2017)	2
3.	Shri Umesh Chandra Pandey	2
4.	Shri Ajay N. Deshpande	2
5.	Shri V.C. Bhandari	2
6.	Shri Rakesh Kumar Sabharwal	2
7.	Shri Jagdish Chander Nakra (w.e.f. 12.04.2017)	2



H) CSR & SD Committee of the Board

The Company is having CSR & SD Committee. As on 31.03.2018, the CSR & SD Committee comprises of Chairman & Managing Director as Chairman, Dr. (Prof.) Mukesh Khare, Ms. Shazia Ilmi Malik, Shri Chaman Kumar, Non-official Independent Directors and Director (HR) as the members of the Committee. Director (HR) is also the convener of this Committee. The Committee was reconstituted during the year due to the following:

- Ms. Shazia Ilmi Malik was inducted as member w.e.f 22.05.2017.
- Shri Chaman Kumar was inducted as memeber w.e.f 3.01.2018.

The Committee met 3 times during the year 2017-18 on 15.05.2017, 9.08.2017 and 29.01.2018. The details regarding number of meetings attended by each Director are given below:-

S.No.	Name of the Members	Number of Meetings attended
1.	Shri Sanjay Gupta (upto 31.10.2017)	2
2.	Ms. Sushma Taishete (upto 23.11.2017)	2
3.	Dr. (Prof.) Mukesh Khare	1
4.	Shri V.C. Bhandari	3
5.	Ms. Shazia Ilmi Malik	1
6.	Shri Ajay N. Deshpande*	1
7.	Shri Chaman Kumar	1

*Shri Ajay N. Deshpande was member of the Committee due to having additional charge of C&MD.

I) Committee of Functional Directors

The Board of Directors has constituted the Committee of Functional Directors of the Company to deliberate and decide on the matters as per defined scope of the committee. As on 31.03.2018, the Committee comprises of C&MD of EIL as Chairman, Director (HR) and Director (Commercial) as the members of the Committee. Further, Director (Projects), Director (Technical) and Director (Finance) were also the members whose additional charges were held by Shri J.C. Nakra, C&MD. The committee met 42 times during the financial year 2017-18 on 19.04.2017, 25.04.2017, 27.04.2017, 30.05.2017, 8.06.2017, 21.06.2017, 1.07.2017, 6.07.2017, 31.07.2017, 1.08.2017, 2.08.2017, 14.08.2017, 17.08.2017, 21.08.2017, 27.08.2017, 31.08.2017, 8.09.2017, 12.09.2017, 29.09.2017, 5.10.2017, 16.10.2017, 20.10.2017, 24.10.2017, 13.11.2017, 21.11.2017, 23.11.2017, 27.11.2017, 30.11.2017, 9.12.2017, 11.12.2017, 19.12.2017, 29.12.2017, 2.01.2018, 8.01.2018, 12.01.2018, 20.01.2018, 22.01.2018, 25.01.2018, 27.01.2018, 12.02.2018, 16.02.2018 and 14.03.2018. The details regarding number of meetings attended by each Director are given below:-

S.No.	Name of the Members	Number of Meetings attended
1.	Shri Sanjay Gupta (upto 31.10.2017)	23
2.	Shri Ram Singh (upto 30.04.2017)	3
3.	Shri Ajay N. Deshpande (upto 31.01.2018)	36
4.	Shri V. C. Bhandari	36
5.	Shri R.K. Sabharwal	42
6.	Shri J.C. Nakra	37

J) Buyback Committee of the Board

The Board of Directors constituted Buyback Committee to deliberate and decide on the matters as per defined scope of the committee. The Buyback Committee comprised of Chairman & Managing Director as Chairman, Director (Finance), Director (Technical), Director (HR), Director (Commercial) and Director (Projects) as members. Director (Finance) ceased to be member of the Committee w.e.f 1.05.2017.

The Committee met 7 times during the year 2017-18 on 13.06.2017, 16.06.2017, 21.06.2017, 17.07.2017, 7.08.2017, 10.08.2017 and 14.08.2017. The details regarding number of meetings attended by each Director are given below:-

S.No.	Name of the Members	Number of Meetings attended
1.	Shri Sanjay Gupta	7
2.	Shri Ajay N. Deshpande	7
3.	Shri V.C. Bhandari	6
4.	Shri R.K. Sabharwal	6
5.	Shri J.C. Nakra	4

During the year, the Shareholders of the Company have approved the Buyback by Special Resolution through postal ballot and voting process, the results of which were declared on 15.06.2017. The Buyback Committee ceased to exist after completion of Buyback process.



K) Legal Advisory Committee of the Board

The Board of Directors constituted Legal Advisory Committee to deliberate and decide on the matters as per defined scope of the committee. As on 31.03.2018, the Legal Advisory Committee comprises of Shri Chaman Kumar, Non-official Independent Director as Chairman, Shri Rajesh Kumar Gogna, Ms. Shazia Ilmi Malik, Shri Umesh Chandra Pandey, Non-official Independent Directors, Director (HR) and Director (Commercial) as the members of the committee. Further, Director (Projects) and Director (Finance) were also the members whose additional charges were held by Shri J.C. Nakra, C&MD. Director (HR) is also the convener of this committee. The Committee was reconstituted during the year due to the following:

- Shri Umesh Chandra Pandey was inducted as member w.e.f. 3.01.2018.

No meeting was held during the financial year 2017-18.

L) Compliance Officer

As on 31.03.2018, Shri Rajan Kapur, Company Secretary was the Compliance officer. The Company Secretary also acts as the Secretary to the various empowered committees of the Board.

M) Status of Investor Complaints

Complaints pending on 01.04.2017	NIL
Complaints received during the financial year 2017-18	930
Complaints disposed off during the financial year 2017-18	930
Complaints pending as on 31.03.2018	NIL

As on 31st March, 2018, no transfer request was pending.

11. General Body Meetings

i) Annual General Meeting (AGM)

The details of Annual General Meetings held during the last three years are as under:

AGM	Year	Venue	Date	Time
50 th	2014-2015	Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010	25.08.2015	10.30 AM
51 st	2015-2016	Siri Fort Auditorium Khel Gaon, August Kranti Marg, New Delhi-110049	19.09.2016	3.00 PM
52 nd	2016-2017	Engineers India Limited NH-8, Sector-16, Gurugram-122001(Haryana)	19.09.2017	3.00 PM

ii) Details of Special Resolutions passed at last three AGMs

AGM	Details of Special Resolutions Passed
50 th	Approval of Material Related Party Transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL).
51 st	Nil
52 nd	Nil

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing the resolution through Postal Ballot.

iii) Postal Ballot

During the year, approval of the members by means of special resolution was sought through Postal Ballot for Amendment in Article of Association (for insertion of Buyback clause) and for approval of Buyback of Shares. The Postal Ballot was circulated to member and the last date for receipt of Postal Ballot form was 13th June, 2017. Facility of e-voting was also provided to the member. Both the resolution were passed with requisite majority and the result was declared on 15th June, 2017. The Postal Ballot exercise was conducted by Shri Santosh Kumar Pradhan, Practising Company Secretary (C.P.No. 7647). The procedure prescribed under the Companies Act, 2013 and the rules made there under has been duly complied.



iv) No Extra-ordinary General Meeting of the members was held during the financial year 2017-18.

12. CEO/CFO Certification

The Chairman & Managing Director (CEO) and CFO have given the certificate to the Board as well as disclosed the required information to the Statutory Auditors and the Audit Committee in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance for CPSEs. The said certificate is annexed and forms part of the Annual Report.

13. Disclosures

- i) Details of transactions between the Company and its subsidiaries, associates, key managerial personnel during the year 2017-2018 are given in Note No.38 to the Annual Accounts for the year ended 31st March, 2018. These transactions do not have any potential conflict with the interests of the Company at large.
- ii) There were no penalties or strictures imposed on the Company by any statutory authorities for non compliance on any matter related to capital markets, during the last three years.
- iii) The Company has in place a Vigil Mechanism/Whistle Blower Policy and no personnel have been denied access to the Audit Committee. The details of the same have also been posted on the website of the Company.
- iv) The Company has complied with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance for CPSEs except the Composition of the Board with respect to Independent Directors during the period from 01.04.2017 to 19.09.2017 as required by Listing Regulations and DPE Guidelines on Corporate Governance, Performance Evaluation of Independent Director as required by Regulations 17 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Policy for Preservation of Documents of the Company as required by Regulations 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- v) During the last three years, two Presidential Directives have been received by the Company in 2017-18:-
 - (a) Presidential Directive on Pay Revision of Board and below Board level Executives and non-unionised supervisors in CPSEs following IDA pattern of scale w.e.f. 1.01.2017 dated 1.02.2018.
 - (b) Presidential Directive on Pay Revision of Board and below Board level Executives and non-unionised supervisors in CPSEs following CDA pattern of pay scales w.e.f. 1.01.2016 dated 31.01.2018.
- vi) Director(s) are nominated on training programmes and they have also attended various seminars/conferences from time to time.
- vii) No Expenditures were debited in the Books of Accounts during the financial year 2017-18 which are not for the purposes of the Business.
- viii) No expenses had been incurred which were personal in nature and incurred for the Board of Directors and the top Management.
- ix) The administrative and office expenses are 7.07% of the total expenses in the Financial year 2017-18 as against 7.36% during the Financial year 2016-17.
- x) It is always Company's endeavour to present unqualified financial statements.
- xi) Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Practice and Procedure for Fair Disclosure of Un-published Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons. The details of the same have also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.
- xii) Disclosures regarding commodity price risk or foreign exchange risk and hedging activities are given in Note No.35 of the Notes to the Annual Accounts for the year ended 31st March, 2018.
- xiii) The Company has not adopted any discretionary requirement as specified under Schedule II (Part E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. General Information

 i) 53rd Annual General Meeting

Date	Wednesday, September 19, 2018
Time	3:00 p.m.
Venue	Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi - 110049

 ii) **Financial Year**

1st Day of April to 31st Day of March every year.

 iii) **Dates of Book-closure**

Thursday, September 13, 2018 to Wednesday, September 19, 2018 (both days inclusive).

 iv) **Dividend**

The Board of Directors of the Company have recommended payment of Final Dividend of ₹ 1.50 per share (on the face value of ₹ 5/- each) for the Financial Year ended 31st March, 2018 subject to approval of the shareholders in the ensuing AGM. This was in addition to the Interim Dividend of ₹ 2.50 per share (on the face value of ₹ 5/- each) paid in March, 2018.

The Record Date and Dividend Payment Date for Final Dividend for the financial year ended 31st March, 2018 are Wednesday, September 12, 2018 and Tuesday, September 25, 2018 respectively. The dividend warrants would be posted on or after Tuesday, September 25, 2018 and within the stipulated period as per the statutory requirements.

 v) **Listing on Stock Exchanges**

a) BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.

b) National Stock Exchange of India Ltd.

Exchange Plaza, 5th floor, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400051.

The Company has paid Listing fees for the Financial Year 2017-18 to the above Stock Exchanges. The Company has also made the payment of Annual fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2017-18.

 vi) **Stock Code**

ISIN INE510A01028

Scrip Code 532178

Scrip Symbol ENGINEERSIN

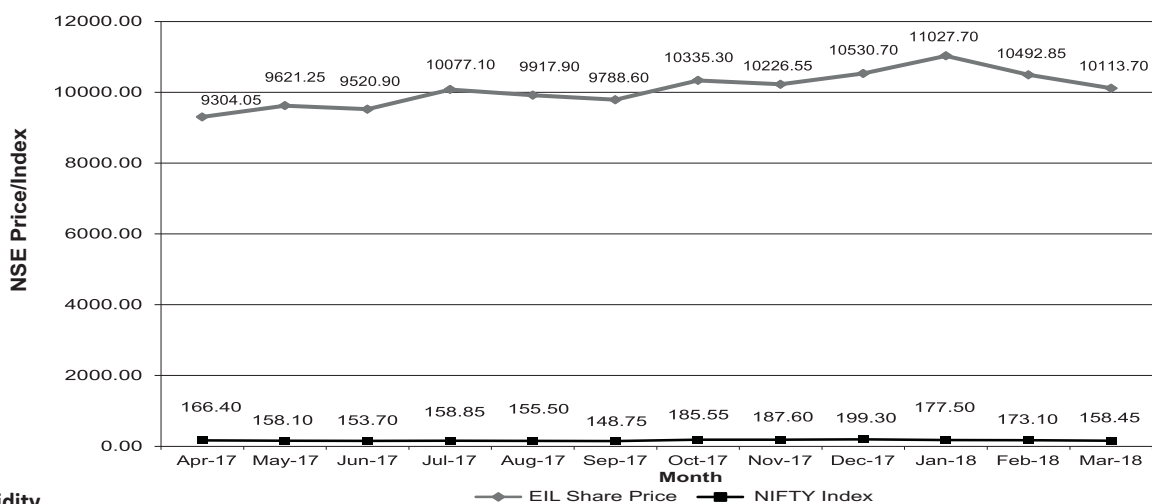
 vii) **Monthly Share Price Data**

(Amount in ₹)

Month & Year	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2017	174.25	144.00	174.00	144.00
May, 2017	175.70	152.00	175.70	152.10
June, 2017	163.15	150.30	163.20	150.25
July, 2017	167.65	152.95	167.50	152.80
August, 2017	163.40	140.95	163.70	140.65
September, 2017	163.40	148.15	163.45	148.05
October, 2017	190.00	146.40	190.30	146.45
November, 2017	203.90	179.00	204.00	179.00
December, 2017	206.20	176.25	206.40	175.00
January, 2018	203.50	171.60	204.05	171.50
February, 2018	178.10	155.75	178.00	154.55
March, 2018	174.00	147.40	174.45	147.15



viii) Performance of EIL's Share price in comparison to NIFTY Index during the financial year 2017-18.



ix) Liquidity

EIL shares are actively traded on National Stock Exchange of India Limited and BSE Limited.

x) Dematerialization/Rematerialization of Shares

Shareholding in Demat Mode as on 31.03.2018.

Depository	No. of Shares	Percentage
NSDL	276112369	43.69
CDSL	355100401	56.19
Total	631212770	99.88

President of India has held 52.02% of the total shares, all in dematerialised form. Out of the balance 47.98% shares held by others, 47.86% have been held in dematerialised form as on March 31, 2018. The trading in the equity shares of the Company is compulsory in dematerialised segment as per Notification issued by the Securities and Exchange Board of India.

Dematerialised/Rematerialised for the period from 01.04.2017 to 31.03.2018.

	NSDL		CDSL	
	No. of Shares	Percentage	No. of Shares	Percentage
Dematerialised	27206	0.0000	16163	0.0000
Rematerialised	3	0.0000	767	0.0000

xi) Distribution of Shareholding as on March 31, 2018.

The shareholding in EIL by major categories of Shareholders as at the end of March 31, 2018 is presented hereunder:

a) Shareholding Pattern

Category of Shareholders	No. of Shares held	% of Total
President of India	328689731	52.02
Mutual Funds	121076010	19.16
Banks, Financial Institutions and Insurance Companies	46848429	7.41
Private Corporate Bodies	23267166	3.68
Foreign Institutional Investors	35450343	5.61
NRIs/OCBs/Trust/NBFC/HUF/IEPF/AIF	10848053	1.72
Resident Individuals	65731688	10.40
Total	631911420	100

b) Distribution Schedule

S.No.	Category	No. of Shareholders	% to Total Shareholders	Amount (₹)	% of Total Amount
1	Upto 5000	189236	99.09	243605570	7.71
2	5001 - 10000	965	0.51	34464010	1.09
3	10001 - 20000	355	0.19	25032300	0.79
4	20001 - 30000	99	0.05	12114075	0.38
5	30001 - 40000	47	0.02	8254965	0.26
6	40001 - 50000	33	0.02	7572845	0.24
7	50001 - 100000	75	0.04	27428940	0.87
8	100001 & above	170	0.08	2801084395	88.66
	Total:	190980	100	3159557100	100

xii) Unclaimed/Unpaid Dividend and Unclaimed Securities

As per the statutory provisions, the Company is required to transfer Unpaid Dividend remaining unclaimed and unpaid for a period of 7 years from the due date(s) to the Investor Education & Protection Fund (IEPF) set up by the Central Government. The Unpaid Dividend remaining unclaimed and unpaid for the financial years 2009-2010 (Special interim) and 2010-2011 (Interim) have accordingly been transferred to Investor Education & Protection Fund (IEPF) on 23.05.2017 and 16.05.2018 respectively. Unpaid/ Unclaimed Dividend for the financial year 2010-2011 (final) is due for transfer to Investor Education & Protection Fund (IEPF) established by the Government of India on or before 10.11.2018 (tentative). The Company sends a communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend and shares before it is due for transfer to IEPF. The subsequent due dates of transfer of unpaid/unclaimed dividend to IEPF for the respective financial years have been provided here-in below and also at Company's website. Therefore, the members who have not encashed their dividend so far for these years are also requested to write to the Company or its Registrar & Share Transfer Agent for claiming the unpaid dividend before their due dates of transfer to IEPF. Given below are the proposed dates for transfer of the unpaid/unclaimed dividend to IEPF by the Company:

Further, pursuant to the requirement of section 124(6) and Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares in respect of which dividend have not been paid or claimed for seven consecutive years or more shall be transferred to IEPF. In this regard, the Company has completed the posting of specific communications to the concerned shareholders whose dividend has not been paid or claimed for seven consecutive years, at their latest available address. More details are available at www.engineersindia.com/InvestorZone.

Financial Year	Date of Declaration of Dividend	Proposed date for transfer to IEPF (Tentative Date)
2010-11 (Final)	7.09.2011	6.10.2018
2011-12 (Interim)	13.02.2012	12.03.2019
2011-12 (Final)	30.08.2012	29.09.2019
2012-13 (Interim)	13.03.2013	12.04.2020
2012-13 (Final)	23.08.2013	22.09.2020
2013-14 (Interim)	15.03.2014	14.04.2021
2013-14 (Final)	28.08.2014	27.09.2021
2014-15 (Interim)	18.03.2015	17.04.2022
2014-15 (Final)	25.08.2015	24.09.2022
2015-16 (Interim)	29.02.2016	28.03.2023
2015-16 (Final)	19.09.2016	18.10.2023
2016-17(Interim)	16.03.2017	15.04.2024
2016-17(Final)	19.09.2017	18.10.2024
2017-18(Interim)	12.03.2018	11.04.2025



xiii) Share Transfer System

The Shares of the Company are being compulsorily traded in dematerialised form. Shares received in physical form are transferred within a period of 15 days from the date of lodgement subject to documents being valid and complete in all respects. In order to expedite the process of share transfer and in line with Regulation 40 of Listing Regulations, the Company has delegated the power to approve Share transfer/transmission of shares to Registrar and Share Transfer Agent of the Company.

xiv) Demat Suspense Account

Details of unclaimed shares in respect of EIL FPO-2010 are furnished below:-

Opening Balance as on 1.4.2017		Shareholders approached for Transfer of shares from Suspense Account during 2017-18		Shareholders to whom shares were transferred from Suspense Account during 2017-18		Closing Balance as on 31.03.2018	
Cases	Shares	Cases	Shares	Cases	Shares	Cases	Shares
6	832	NIL	NIL	NIL	NIL	6	832

Details of unclaimed shares in respect of EIL FPO-2013 are furnished below:-

Opening Balance as on 1.4.2017		Shareholders approached for Transfer of shares from Suspense Account during 2017-18		Shareholders to whom shares were transferred from Suspense Account during 2017-18		Closing Balance as on 31.03.2018	
Cases	Shares	Cases	Shares	Cases	Shares	Cases	Shares
2	522	NIL	NIL	NIL	NIL	2	522

The voting rights on the shares mentioned in the closing balances as stated above shall remain frozen till the rightful owner of such shares claims the shares.

xv) Registrar & Share Transfer Agent (RTA)

The Company has appointed M/s Karvy Computershare Private Limited as its Registrar and Share Transfer Agent (RTA) for handling all matters relating to the shares of EIL (both physical as well as demat mode). All matters relating to the shares of Engineers India Limited such as transfer, transmission, dematerialization, rematerialisation, dividend, change of address etc. and related correspondence and queries may be addressed to:-

M/s Karvy Computershare Private Limited
 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

or Karvy Selenium Tower B, Plot 31-32
 Gachibowli, Financial District
 Nanakramguda, Hyderabad - 500032
 Tel No. 040-67162222
 Fax No. 040-23001153
 Toll Free no.: 1800-345-4001
 Email: einward.ris@karvy.com
 Website: www.karvy.com/
 www.karvycomputershare.com

xvi) Registered & Head Office

Engineers India Bhawan, 1, Bhikaji Cama Place,
 New Delhi – 110066
 CIN: L74899DL1965GOI004352
 Tel: 011-26762121; Fax: 011-26178210, 26194715
 Email: eil.mktg@eil.co.in Website: www.engineersindia.com

xvii) Regional Offices

A. G. Towers (5th Floor), 125/1, Park Street, Kolkata – 700 017
 Tel: 033-22298995, 22276304; Fax: 033-22277692 Email: eil.rok@eil.co.in

4th and 5th Floor, Meghdhanush Complex,
 Race Course Road, Near Transpek Circle,
 Vadodara – 390 015
 Tel: 0265-2340326, 2340368 – 69, Fax: 0265 – 2340328 Email: eil.rov@eil.co.in

Plot No. F9, SIPCOT IT Park, 1st Main Road, Siruseri, Chennai – 603 103
 Tel: 044 – 27469401/ 402; Fax: 044 – 27469000 Email: eil.roc@eil.co.in



xviii) Branch Office

Great Eastern Chambers, 5th Floor,
Plot No. 28, Sector – 11, Belapur C.B.D.,
Navi Mumbai – 400 614
Tel: 022 – 27560072, 27560032
Fax: 022 – 27572011, 27563066
Email: eil.bo@eil.co.in

xix) Overseas Offices

Engineers India Limited,
17th floor, Business Avenue Tower
Salam Street
P. O. Box:126592
Abu Dhabi- UAE
Tel.: +971-2-6740101
Fax:+971-2-6740707
Email:cooeilad@eiluae.ae

Engineers India Limited,
487, Great West Road,
Hounslow, Middlesex, London, UK – TWS OBS.
Phone: 0044 – 208 – 570 – 5530 (O)
Hand phone: 0044 – 7438342847
Email: eillondon@btconnect.com

Engineers India Limited,
Myland s.a s. di IIIRE S.r.l.
112 in Milan plaza Luigi di Savoia 28,
Milan, Italy.
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Phone: 0086 – 2122157403, 2122157405
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xx) Auditors

M/s. Arun K. Agarwal & Associates
Chartered Accountants
105, 1st Floor,
South Ex. Plaza I, 389, Masjid Moth
South Extension, Part-II
New Delhi-110049
Tel. No.011-26257400, Fax : 011-26251200

xxi) Address for correspondence

All correspondence relating to the shares of the Company should be sent to the Company's Registrar & Share Transfer Agents as mentioned in Item 14(xv) till further communication from the Company.