



Regd. Office: Engineers India Bhawan, 1, Bhikaiji 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 51st Annual General Meeting of the Members of Engineers India Limited will be held on Monday, the 19th day of September, 2016 at 3.00 p.m. at Siri Fort Auditorium, Khel Gaon, August Kranti Marg, New Delhi-110049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31st March, 2016 and 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 Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Ashwani Soni (DIN: 06962014), who retires by rotation and being eligible, offers himself for reappointment.
5. To fix remuneration of Auditors for the financial year 2016-17 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 2016-17.”

SPECIAL BUSINESS:

6. To appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) 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 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Dr. (Prof.) Mukesh Khare (DIN: 02029807), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 20.11.2015 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 Companies Act, 2013, received a notice from Dr. (Prof.) Mukesh Khare himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government, whichever is earlier.”

7. To appoint Mrs. Arusha Vasudev (DIN: 07370575) 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 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Mrs. Arusha Vasudev (DIN: 07370575), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 15.12.2015 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 Companies Act, 2013, received a notice from Mrs. Arusha Vasudev 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 till 19.11.2018 or till further orders of the Government, whichever is earlier.”

8. To appoint Shri Vikas Khushalrao Deshpande (DIN: 01200938) 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 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Vikas Khushalrao Deshpande (DIN: 01200938), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of



Directors w.e.f. 20.11.2015 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 Companies Act, 2013, received a notice from Shri Vikas Khushalrao Deshpande himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government, whichever is earlier.”

9. To appoint Shri Umesh Chandra Pandey (DIN: 01185085) 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 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Umesh Chandra Pandey (DIN: 01185085), who was appointed as an Additional Director (Non-official Part-time Independent) by the Board of Directors w.e.f. 20.11.2015 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 Companies Act, 2013, received a notice from Shri Umesh Chandra Pandey himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-official Part-time Independent Director of the Company till 19.11.2018 or till further orders of the Government, whichever is earlier.”

By order of the Board

Place: New Delhi
Date: August 5, 2016

(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 & DPID 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 Friday, 9th September, 2016 to Monday, 19th September, 2016 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 51st Annual General Meeting of the Company will be paid to those shareholders whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on Thursday, 8th September, 2016 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 Thursday, 8th September, 2016.
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 -500 032 (Tel No. 040-67162222, Fax No. 040-23001153, Email: einward.ris@karvy.com, Website : www.karvy.com / 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 balance lying in the unpaid dividend account of the Company in respect of final dividend declared on 18.09.2009 for the financial year 2008-2009 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 17.10.2016 (tentative date). Members who have not encashed their dividend warrants pertaining to the said year 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 on or before 17th October, 2016. The subsequent due dates of transfer of unpaid/unclaimed dividend to IEPF for the respective financial years have been provided in the Corporate Governance Report 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.
12. 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.
13. 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.
 14. Pursuant to the requirements of Corporate Governance, brief resume of the Directors proposed for appointment/reappointment are annexed with the Notice.
 15. 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.
 16. Electronic copy of the Annual Report for the financial year 2015-2016 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 2015-2016 is being sent in the permitted mode.
 17. 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 Reports of the Company for the financial years 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15. 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.
 18. 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.
 19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') 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 51st 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.
 20. The facility for voting through ballot paper shall be made available at the venue of 51st 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.
 21. The members who have cast their vote by remote e-voting prior to the 51st AGM may also attend the 51st AGM but shall not be entitled to cast their vote again.
 22. The remote e-voting period commences on Thursday, 15th September, 2016 at 9.30 a.m. (IST) and ends on Sunday, 18th September, 2016 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. 8th September, 2016, 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.
 23. The process and manner for remote e-voting is as under:
 - A. In case a Member receives Notice of 51st 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 (a-z), 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](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 51st AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy] :
- i. User ID and Initial password as provided.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
24. 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. 8th September, 2016.
 25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 51st AGM and holding shares as of the cut-off date i.e. 8th September, 2016, may obtain the login ID and password by sending a request at mohsin.mohd@karvy.com.
 26. 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 51st AGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
 27. 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.
 28. The Chairman & Managing Director shall, at the 51st 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 51st AGM but have not cast their votes by availing the remote e-voting facility.
 29. The Scrutinizer shall after the conclusion of voting at the 51st 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 51st 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.
 30. 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](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.
 31. The Notice of the 51st 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>.
 32. 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
 33. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 51st Annual General Meeting i.e. 19th September, 2016.
 34. The Route Map of the venue of 51st AGM along with prominent land-mark is given in the Annual Report.
 35. 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 5, 2016

(Rajan Kapur)
Company Secretary



Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6

Dr. (Prof.) Mukesh Khare was appointed as Additional Director (Non-official Part-time Independent) w.e.f. 20.11.2015 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-31034/12/2015-CA/FTS:39810 dated 20.11.2015. The tenure of Dr. (Prof.) Mukesh Khare as per said Government of India letter is till 19.11.2018 or till further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, he shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Dr. (Prof.) Mukesh Khare 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 Non-official Part-time Independent Director of the Company. Brief resume containing, inter-alia, the statutory disclosures of Dr. (Prof.) Mukesh Khare has been given in the Annexure to the Notice of 51st Annual General Meeting. Being the Non-official Part-time Independent Director, Dr. (Prof.) Mukesh Khare is entitled to receive the sitting fees for attending the meetings of the Board or Committees thereof.

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 Dr. (Prof.) Mukesh Khare who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Mrs. Arusha Vasudev was appointed as Additional Director (Non-official Part-time Independent) w.e.f. 15.12.2015 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-31034/12/2015-CA/FTS:39810 dated 20.11.2015. The tenure of Mrs. Arusha Vasudev as per said Government of India letter is till 19.11.2018 or till further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, she shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Mrs. Arusha Vasudev 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 Mrs. Arusha Vasudev has been given in the Annexure to the Notice of 51st Annual General Meeting. Being the Non-official Part-time Independent Director, Mrs. Arusha Vasudev is entitled to receive the sitting fees for attending the meetings of the Board or Committees thereof.

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 Mrs. Arusha Vasudev who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Vikas Khushalrao Deshpande was appointed as Additional Director (Non-official Part-time Independent) w.e.f. 20.11.2015 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-31034/12/2015-CA/FTS:39810 dated 20.11.2015. The tenure of Shri Vikas Khushalrao Deshpande as per said Government of India letter is till 19.11.2018 or till further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, he shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Vikas Khushalrao Deshpande 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 Non-official Part-time Independent Director of the Company. Brief resume containing, inter-alia, the statutory disclosures of Shri Vikas Khushalrao Deshpande has been given in the Annexure to the Notice of 51st Annual General Meeting. Being the Non-official Part-time Independent Director, Shri Vikas Khushalrao Deshpande is entitled to receive the sitting fees for attending the meetings of the Board or Committees thereof.

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 Vikas Khushalrao Deshpande who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. 9

Shri Umesh Chandra Pandey was appointed as Additional Director (Non-official Part-time Independent) w.e.f. 20.11.2015 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-31034/12/2015-CA/FTS:39810 dated 20.11.2015. The tenure of Shri Umesh Chandra Pandey as per said Government of India letter is till 19.11.2018 or till further orders of the Government, whichever is earlier. In terms of Section 161 of the Companies Act, 2013, he shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Umesh Chandra Pandey 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 Non-official Part-time Independent Director of the Company. Brief resume containing, inter-alia, the statutory disclosures of Shri Umesh Chandra Pandey has been given in the Annexure to the Notice of 51st Annual General Meeting. Being the Non-official Part-time Independent Director, Shri Umesh Chandra Pandey is entitled to receive the sitting fees for attending the meetings of the Board or Committees thereof.

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. 9 of AGM Notice, except Shri Umesh Chandra Pandey who is proposed to be appointed. This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 5, 2016

(Rajan Kapur)
Company Secretary

**Brief Resume of Directors, retiring by rotation and eligible for re-appointment vide Item Nos. 3 & 4 of Notice of 51st AGM:****Item No. 3**

Name	:	Shri Ram Singh
Father's Name	:	Shri Santokh Singh
Designation	:	Director (Finance)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	1 st May, 1957
Qualifications	:	Bachelor's Degree in Commerce from Delhi University ACMA
Experience	:	He has 35 years of experience in finance and cost accounting in the steel and hydrocarbon sector. His experience includes positions held with the Steel Authority of India Limited, Bharat Petroleum Corporation Limited, Oil Co-ordination Committee and Petroleum Planning and Analysis Cell of the Ministry of Petroleum and Natural Gas. He is currently responsible for the financial management of our Company. He has been associated with various government appointed committees, including Expert Technical Group, Advisory Committee on Synergy in Energy and Committee on Pricing and Taxation of Petroleum Products and the High Powered Committee. He has been conferred with Business Today Best CFO of a PSU (Mid size) Award-2013, Top Rankers Excellence Award for Finance, Excellence in Cost Management Practices by Institute of Cost Accountants of India during 2011 & 2012, India CFO Award for Excellence in Risk Management by IMA India and citation on "100 Most Influential CFOs of India" by Chartered Institute of Management Accountants (CIMA) 2015.
Other Directorships	:	Ramagundam Fertilizers and Chemicals Limited
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	6
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Item No. 4**

Name	:	Shri Ashwani Soni
Father's Name	:	Shri Tilak Raj Soni
Designation	:	Director (Projects)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	16 th December, 1956
Qualifications	:	Bachelor degree in Mechanical Engineering from IIT-BHU, Varanasi, India MBA degree from Faculty of Management Studies (FMS), Delhi
Experience	:	Under his leadership, Project divisions are providing services for Refinery, Petrochemical, Power, Pipelines & Off-shore projects. He also oversees Project Services (Planning), Construction Management and Regional office at Kolkata. He joined EIL in 1979 as a Management Trainee. He has over 37 years of diversified experience in execution of Refinery & Petrochemical projects, onshore & offshore terminals, captive power plants, onshore & offshore Pipelines and Non-Ferrous Metallurgy Projects. He is a member of the Oil Industry Safety Directorate (OISD) of India responsible for preparation of Standards related to Hydrocarbon Pipelines and Bureau of Indian Standards (BIS). He has chaired a number of conferences and presented many papers in national and international Conferences/Forums including pipelines conferences organized in India. He is also on the Panel of ASME B31 Committee for finalization of ASME codes.
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	6
Shareholding in EIL	:	100 equity shares (holding jointly as second holder)
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Brief Resume of Additional Directors vacating office at 51st AGM and proposed to be appointed vide Item Nos. 6 to 9 of Notice of 51st AGM:****Item No. 6**

Name	:	Dr. (Prof.) Mukesh Khare
Father's Name	:	Shri Amar Nath Khare
Designation	:	Non-official Part-time Independent Director
Official Address	:	Civil Engineering Department, Block-IV IIT, Delhi, Hauz Khas, New Delhi-110016.
Date of Birth	:	1 st January, 1956
Qualifications	:	B. Tech (Civil Engineering), University of Roorkee M. Tech (Civil Engineering), University of Roorkee Ph.D (Faculty of Engineering), Newcastle University, UK
Experience	:	He is the Fellow of Institution of Engineers India and Fellow of Wessex Institute of Great Britain. He is a Chartered Engineer and was born in Varanasi, India. He obtained his Ph.D. degree in Faculty of Engineering from Newcastle University, UK and has managed a range of environmental projects throughout his professional career. With a specialisation in air quality modelling, his experience has covered research and development studies, teaching, consulting, modelling, editorial activities. In addition, he has authored more than 150 research publications primarily for peer reviewed journals and conference proceedings.
Other Directorships	:	Certification Engineers International Ltd.
Other Committee Memberships / Chairmanships	:	Member-Audit Committee, Certification Engineers International Ltd.
Number of Board Meeting(s) attended	:	3
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Item No. 7**

Name	:	Mrs. Arusha Vasudev
Father's Name	:	Shri Anand Sadashiv Gupte
Designation	:	Non-official Part-time Independent Director
Official Address	:	374, 8 th Cross, 1 st Block Jayanagar, Bangalore-560011
Date of Birth	:	15 th March, 1955
Qualifications	:	B.A.
Experience	:	She joined the Custom and Excise Department, Ministry of Finance in 1979. She has held important positions in the department in Pune, Delhi, Mumbai, Bangalore and Ahmedabad as well as in the office of the Comptroller and Auditor General of India. In 2003, she was conferred the highest award in Indirect Tax administration namely the President's Award for Meritorious Record of Service. A highly capable officer with 36 years of experience with the Government of India mainly in the Customs, Excise and Service Tax. Excellent Leader and Manager of Human Resources with extensive experience of dealing with various strata of bureaucratic work force, as well as interaction with the trade and industry. Extensive experience in law enforcement including anti-smuggling and commercial frauds as well as anti-corruption measures.
Other Directorships	:	Nil
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	3
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Item No. 8**

Name	:	Shri Vikas Khushalrao Deshpande
Father's Name	:	Shri Khushalrao Ramchandra Deshpande
Designation	:	Non-official Part-time Independent Director
Official Address	:	U-B-3/9, Flat No. 103, Ajmera Colony, Pimpri, Pune, Maharashtra-411018
Date of Birth	:	26 th October, 1953
Qualifications	:	B.E. (Civil), MIE
Experience	:	He has 42 years of rich experience in the fields of Project Management, planning and co-ordination, Tender Bid Preparation and contracts management, budgeting and costing of Infrastructure Projects and heavy industrial structures, with expertise in carrying out Techno-Economic Validation and viabilities studies of BOT/BOOT/BOOST and BOO projects. He is a founder member of Unison Project Management Pvt. Ltd. and has worked as Managing Director of the Company from 1997 till March, 2015. Prior to Unison, he has worked with reputed corporate houses in India and abroad at various positions. He is also closely associated as Guest Faculty with various reputed Management and Engineering Institutes. He has conducted various training programmes on project management and also working as Advisor for corporate training assignments and training faculty. He has at his credit the publications on Project Management, Contracts and Claim Management, Business Development and Quality Management.
Other Directorships	:	Unison Project Management Pvt. Ltd. KRBTA- Unison Consultancy Pvt. Ltd. Unicore Consultants Pvt. Ltd.
Other Committee Memberships / Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	3
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None

**Item No. 9**

Name	:	Shri Umesh Chandra Pandey
Father's Name	:	Late Shri Triyogi Narayan Pandey
Designation	:	Non-official Part-time Independent Director
Official Address	:	B-138, Sector-50, Noida-201301.
Date of Birth	:	1 st January, 1961
Qualifications	:	B.Com FCA
Experience	:	He (a fellow member of the ICAI) is having around more than 25 years of experience in the field of statutory audit of listed and public limited companies, banks and public sector undertakings etc. He is also having a vast exposure in the matters of taxation for domestic and transfer pricing and statutory compliance audit under direct, indirect tax and labour laws. He has specialised knowledge in due diligence of MSME and Heavy Industries and preparation of project reports of various types of projects.
Other Directorships	:	Chatrath Capital Services Pvt. Ltd. Certification Engineers International Ltd. BMC Support and Accounting Services Pvt. Ltd.
Other Committee Memberships / Chairmanships	:	Chairman-Audit Committee, Certification Engineers International Limited
Number of Board Meeting(s) attended	:	3
Shareholding in EIL	:	Nil
Relationship between Directors / Key Managerial Personnel inter-se	:	None