

पंजीकृत कार्यालय : इंजीनियर्स इंडिया भवन, 1, भीकाएजी कामा प्लेस, नई दिल्ली-110 066 भारत  
Regd. Office : Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi-110 066 INDIA

ईमेल/e-mail: [company.secretary@eil.co.in](mailto:company.secretary@eil.co.in), दूरभाष /Phone: 011-26762855/2580

कंपनी सचिवालय/ COMPANY SECRETARIAT

सं.सचिव/No. Secy/906/9/10

10.06.2020

**The BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street, Fort**  
**Mumbai – 400 023**

**The National Stock Exchange of India Limited**  
**Exchange Plaza, 5<sup>th</sup> Floor**  
**Bandra Kurla Complex**  
**Bandra (East), Mumbai-400051**

**विषय: वार्षिक सचिवीय अनुपालन रिपोर्ट**

**Sub.: Annual Secretarial Compliance Report**

प्रिय महोदय/महोदया,  
Dear Sir/Madam,

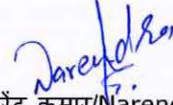
Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with SEBI Circular ref. No. CIR/CFD/CMD1/27/2019 dated 08.02.2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31<sup>st</sup> March, 2020 issued by M/s Agarwal S. & Associate, Practicing Company Secretaries.

कृपया उपरोक्त आपकी जानकारी एवं रिकॉर्ड के लिए है।

The above is for your kind information & records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



नरेंद्र कुमार/Narendra Kumar  
अनुपालन अधिकारी/Compliance officer

संलग्नक: यथोक्त/Encl: As above

सर्व शिक्षा अभियान



उत्कृष्टता का आधार - हमारे कर्मों Delivering Excellence Through People  
पंजीकृत कार्यालय / Regd. Office - फोन / Phone : +91-11-26762121 (EPABX)  
CIN : L74899DL1965GOI004352 Website : [www.engineersindia.com](http://www.engineersindia.com)  
Follow us : [/EngineersIND](https://www.facebook.com/EngineersIND) [@EngineersIND](https://www.instagram.com/EngineersIND) [/company/engineers-india-limited](https://www.linkedin.com/company/engineers-india-limited).

हिन्दी देश की एकता की कड़ी है।





**SECRETARIAL COMPLIANCE REPORT  
OF  
ENGINEERS INDIA LIMITED  
For the year ended 31<sup>st</sup> March, 2020**

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Engineers India Limited** ("the listed entity/EIL"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the period under review**





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not consist of a Independent Women Director from 31 <sup>st</sup> January, 2020 to 31 <sup>st</sup> March, 2020 and the number of Non-executive Directors on the Board is less than fifty percent during the period from 31 <sup>st</sup> January, 2020 to 31 <sup>st</sup> March, 2020.	The Board of Directors shall comprise of at least one independent woman director and fifty percent of the board of directors shall comprise of non-executive directors during the period from 31 <sup>st</sup> January, 2020 to 31 <sup>st</sup> March, 2020.  As informed by the management, the listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India. Since Government of India is appointing authority for Directors, the Company has requested to fill up the position at the earliest.
2.	Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,	The number of Independent Directors on the Board is less than fifty percent.	The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors



	2015.		<p>should have been at least 50% of the Board Members.</p> <p>At present, the Board of Company comprises of 11 Directors, which includes 6 whole time Members of the Board, 2 Part Time Government Nominee Directors and 3 Non-Official Part Time Independent Directors.</p> <p>As informed by the management, EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Since Government of India is appointing authority for Directors, the Company has requested to fill up the position at the earliest.</p>
3.	Regulation 17 (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The performance evaluation of independent directors has not been done by the entire Board of Directors.	<p>The entire Board of Directors shall carry out the performance evaluation of Independent Directors.</p> <p>As informed by the management, EIL is a Public Sector Undertaking and the appointment and performance evaluation of Directors is carried out by the Administrative Ministry i.e. Ministry of Petroleum and Natural Gas(MoP&amp;NG) as per laid down evaluation methodology.</p>
3.	Regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure	The Independent Directors in their separate meeting has not: (a) reviewed the	As informed by the management, Ministry of Corporate Affairs vide notification dated





	Requirements) Regulations, 2015.	<p>performance of non-independent directors and the board of directors as a whole;</p> <p>(b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p>	<p>05.07.2017 has exempted Government Companies from these requirements under the Companies Act, 2013.</p> <p>However, the said requirements are still required to be complied with in terms with the Regulation 25 (4) (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
4.	Regulation 19 (4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.	<p>The Nomination and Remuneration Committee has not:</p> <p>(a) formulated the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors.</p>	<p>The Nomination Committee shall formulate the said criteria's.</p> <p>As informed by the management, EIL being a Public Sector Undertaking, the criteria of appointment, qualification and terms and conditions of remuneration of functional director is determined as per DPE Guidelines and performance evaluation of Director both Executive and Non- Executive are made by the Government of India. For function Directors, the annual performance is being done by the C&amp;MD and Administrative Ministry (MoP&amp;NG). However, for performance evaluation of Independent Directors inputs are provided by EIL to MoP&amp;NG in the prescribed format (as and when called for).</p>



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange Limited (NSE) *	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 <sup>th</sup> June, 2019.	NSE vide its letter dated August 19, 2019 has imposed a fine of Rs. 2,24,200/-	The Company has submitted a response vide their letter dated 20.08.2019 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
2	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 <sup>th</sup> June, 2019.	BSE vide its letter dated August 19, 2019 has imposed a fine of Rs. 2,24,200/-	The Company has submitted a response vide their letter dated 20.08.2019 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
3	National Stock Exchange Limited (NSE) *	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 <sup>th</sup> September, 2019.	NSE vide its letter dated November 01, 2019 has imposed a fine of Rs. 94,400/-	The Company has submitted a response vide their letter dated 04.11.2019 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.





4	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 <sup>th</sup> September, 2019.	BSE vide its letter dated October 31, 2019 has imposed a fine of Rs. 94,400/-	The Company has submitted a response vide their letter dated 05.11.2019 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
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\*NSE vide letter Ref. No. NSE/LIST/SOP/103783 dated March 18, 2020 communicated waiver of fine.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Members.	31 <sup>st</sup> March, 2019	Independent Directors had been appointed by the Government of India	As informed by the Company, Company has communicated to the Government of India from time to time.
2.	The entire Board of Directors shall carry out the performance evaluation of Independent Directors.	31 <sup>st</sup> March, 2019	In compliance of Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review period, as Independent	As informed by the Company, performance evaluation of Directors are done by the Government of India.



			Directors are appointed by the Government of India	
3.	<p>The Independent Directors in their separate meeting has not:</p> <p>a) reviewed the performance of non-independent directors and the board of directors as a whole;</p> <p>b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p>	31 <sup>st</sup> March, 2019	Nil	<p>As informed by the management, EIL is a Public Sector Undertaking and the appointment and performance evaluation of all Directors is carried out by the Administrative Ministry i.e. Ministry of Petroleum and Natural Gas (MoP&amp;NG) as per laid down evaluation methodology.</p>
4.	<p>The Nomination and Remuneration Committee has not:</p> <p>(a) formulated the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devised a policy on diversity of Board of Directors.</p>	31 <sup>st</sup> March, 2019	The Company has adopted the Policy of Diversity of Board of Director in 344 <sup>th</sup> Board Meeting held on 17.05.2019.	<p>As informed by the management, EIL is a Public Sector Undertaking and all the Directors are appointed by the Administrative Ministry i.e. Ministry of Petroleum and Natural Gas (MoP&amp;NG).</p>





- (e) As informed by the management, appointment of EIL's (being the Govt of India Undertaking) statutory auditor has been done by the office of the Comptroller and Auditor General Auditor General of India (C&AG). Appointment letter also contains terms of appointment to the statutory auditors. Since, terms of appointment were communicated by the C&AG, compliance by listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. Accordingly, we can't certify said compliance.

**For Agarwal S. & Associates,**  
Company Secretaries,  
ICSI Unique Code: S2003DE070700



*Anuradha Jain*  
CS Anuradha Jain  
Partner  
ACS No. : 36639  
C.P No. : 14180

Date: 09.06.2020  
Place: New Delhi  
UDIN: A036639B000327314