



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 50th Annual General Meeting of the Members of Engineers India Limited will be held on Tuesday, the 25th day of August, 2015 at 10.30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010 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, 2015 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 Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix remuneration of Auditors for the financial year 2015-16 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 2015-16.”

SPECIAL BUSINESS:

6. To appoint Shri Ashwani Soni (DIN: 06962014) as Director (Projects) of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT 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 Ashwani Soni (DIN: 06962014), who was appointed as an Additional Director in the capacity of Director (Projects) by the Board of Directors w.e.f. 1.09.2014 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 Ashwani Soni himself in writing proposing his candidature for the office of director, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation.”

7. To approve material related party transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL) and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of Companies Act 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for related party transactions of EIL towards rendering of EPCM services to M/s Ramagundam Fertilizers and Chemicals Limited (RFCL) which is under ordinary course of business and on arm’s length basis at a lump sum price of ₹190 crore plus service tax, incentive and additional charge on man day rate basis for visit to vendor office, in terms of Letter of Award dated 31st March 2015 read with clarification letter dated 15th April 2015, issued by RFCL.

RESOLVED FURTHER THAT post-facto approval of the members of the Company be and is hereby accorded for entering into an arrangement with RFCL in respect of rendering of services towards selection of technology licensor on cost reimbursable basis.

RESOLVED FURTHER THAT Director (Finance) or Director (Commercial) or Director (Projects) be and are hereby authorized to take all necessary steps to give effect to the above resolution.”

8. To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT 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 Sanjay Gupta (DIN: 05281731), who was appointed as an Additional Director and Chairman & Managing Director by the Board of Directors w.e.f. 1.06.2015 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 Sanjay Gupta himself in writing proposing his candidature for the office of director, be and is hereby appointed as Chairman & Managing Director of the Company.”

By order of the Board

(Rajan Kapur)
Company Secretary

Place: New Delhi
Date : July 10, 2015

Notes

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith.
3. Members are requested to:-
 - (i) bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
 - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
 - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 19th August, 2015 to Tuesday, 25th August, 2015 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 50th 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 Tuesday, 18th August, 2015 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before Tuesday, 18th August, 2015.
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 19.09.2008 for the financial year 2007-2008 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 18.10.2015 (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 before 30th September, 2015. 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, a brief resume of the Directors proposed for appointment/reappointment is 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 2014-2015 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 2014-2015 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 Report of the Company for the financial year 2010-11, 2011-12, 2012-13 and 2013-14. 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 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 clause 35B of the Listing Agreement, 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 50th 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 50th 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 50th AGM may also attend the 50th AGM but shall not be entitled to cast their vote again.
22. The remote e-voting period commences on Friday, 21st August,

2015 at 9.30 a.m. (IST) and ends on Monday, 24th August, 2015 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. 18th August, 2015, 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 50th 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 cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/

authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id eil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."

- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- B. In case a Member receives physical copy of the Notice of 50th 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. 18th August, 2015.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 50th AGM and holding shares as of the cut-off date i.e. 18th August, 2015, 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 50th 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 50th 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 50th 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 50th 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 50th 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> 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 50th 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 50th Annual General Meeting i.e. 25th August, 2015.
34. The Route Map of the venue of 50th 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

(Rajan Kapur)
Company Secretary

Place: New Delhi
Date : July 10, 2015



Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6

Shri Ashwani Soni was appointed as Additional Director in the capacity of Director (Projects) w.e.f. 1.09.2014 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/2/2012-CA/FTS:23053 dated 7.07.2014. In terms of Section 161 of the Companies Act, 2013, Shri Ashwani Soni shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Ashwani Soni under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of the Company. Brief resume containing inter-alia the statutory disclosures of Shri Ashwani Soni has been given in the Annexure to the Notice of 50th Annual General Meeting. The terms and conditions of his appointment issued vide Ministry of Petroleum & Natural Gas, Government of India letter no. C-31018/2/2012-CA(Part-II)/FTS:34129 dated 24th June, 2015 are as below:

- 1.1 Period: Appointment of Shri Ashwani Soni to the post of Director (Projects), EIL for a period of 5 years from the date of his assumption of charge of the post w.e.f., 01.09.2014 or till the date of his superannuation or until further orders, whichever is the earliest and in accordance with the provisions of the Companies Act, 2013 as amended from time to time. The appointment may, however, be terminated even during this period by either side on three months notice or on payment of three months salary in lieu thereof.
- 1.2 After the expiry of the first year, the performance of Shri Ashwani Soni will be reviewed to enable the Government to take a view regarding continuance or otherwise for the balance period of tenure.
- 1.3 Headquarters : His headquarters will be at NEW DELHI where the registered office/headquarters of the CPSE is located. He will be liable to serve in any part of the country at the discretion of the CPSE.
- 1.4 Pay: Shri Ashwani Soni will draw a basic pay of ₹80,190/- per month in the scale of ₹75,000 – 1,00,000/- with effect from 01.09.2014.
- 1.5 Dearness Allowance : He would be paid DA in accordance with the new IDA scheme as spelt out in the DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.6 Annual Increment : He will be eligible to draw his annual increment @3% of basic pay on the anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
- 1.7 House Rent Allowance : He will be entitled to HRA as per the rates indicated in DPE's O.M. dated 26.11.2008.
- 1.8 Residential accommodation and recovery of rent for the accommodation so provided.
 - 1.8.1 Company's own accommodation : Wherever the CPSE has built residential flats in the industrial township or purchased residential flats in the cities, arrangements would be made by the CPSE to provide a suitable residential accommodation to him.
 - 1.8.2 Leased accommodation: If the CPSE either in township or is not able to provide residential accommodation out of the residential flats and purchased by it in the Headquarter, suitable accommodation could be arranged by the CPSE by taking the premises on lease basis at headquarter of the company. The Board of Directors may decide the size, type and locality of such accommodations as per DPE O.Ms. dated 05.06.2003, 26.11.2008 and 02.04.2009. For purpose of CTC, 30% of basic pay may be considered as expenditure on Housing.
 - 1.8.3 Self-lease : If he owns a house at the place of his posting (Headquarter) and is desirous of taking his own house on self-lease basis for his residential purposes, the CPSE can permit him to do so provided he executes a lease-deed in favour of the CPSE. The Board of Directors may decide the size, type and locality of such accommodations.
 - 1.8.4 Repair/maintenance of leased accommodation: The responsibility for repair and maintenance of leased accommodation is that of the lessor. Lease rent will be allowed only for 12 months in a year and no additional amount will be provided towards repair/maintenance of leased accommodation.
 - 1.8.5 Existing lease deeds : The lease agreement signed by the CPSE in respect of the accommodation taken on lease basis for him, if any, prior to 26.11.2008 would not be re-opened during the pendency of the lease period. The lease money, in other words, should not be hiked till the expiry of lease period. This proviso would be applicable even if he had been permitted to take his own house on self-lease basis.
 - 1.8.6 Office accommodation : No office accommodation at the expense of the CPSE would be provided or arranged by the CPSE at his residence.
- 1.9 Rent Recovery :
 - 1.9.1 CPSE's township/own flats: Recovery of rent for the accommodation arranged by the company in its own township or from the pool of flats purchased by it in cities and towns and so allotted to him would be made at the rate of 10% of basic pay from 01.09.2014 or the standard rent fixed by the company which ever is lower. Where the CPSE has prescribed flat rates of recovery in respect of accommodation in its townships depending on each type of accommodation i.e. recovery of rent on uniform basis for each type of accommodation, then rent would be paid by him as prescribed by the CPSE.

- 1.9.2 Leased accommodation : In respect of leased accommodation arranged by the CPSE, rent would be recovered from him at the rate of 10% of basic pay from (date of joining) 01.09.2014 or the actual rent whichever is lower.
- 1.10 Conveyance : As per DPE's OM No.2(23)/11-DPE(WC)-GL-V/13, dated 21.01.2013, the recovery amount (AC/non-AC) for private use/non-duty runs would be ₹2,000/- per month.
- 1.11 Leave : He will be remained subject to the Leave Rules of the CPSE.
- 1.12 Other Allowances/Perks : The Board of Directors will decide on the Allowances and Perks subject to a maximum ceiling of 50% of his basic pay as indicated in DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.13 Performance Related Payment: He shall be eligible for approved PRP as per DPE's O.Ms. dated 26.11.2008, 09.02.2009 and 02.04.2009.
- 1.14 Superannuation Benefits : He shall be eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated 26.11.2008 and 02.04.2009.
- 1.15 Conduct ,Discipline & Appeals Rules :
- 1.15.1 The Conduct, Discipline & Appeal Rules framed by the CPSE in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India.
- 1.15.2 The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.
- 1.16 Restriction on Joining Private Commercial Undertakings after Retirement/ Resignation
- Shri Ashwani Soni after retirement/resignation from the service of this CPSE shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which the CPSE has or had business relations within one year from the date of his/her retirement/resignation, without prior approval of the Government. In this connection, as required by DPE's OMs dated 15.05.2008 and 08.08.2012 the CPSE shall secure a bond from the incumbent for an appropriate sum of money payable by him/her as damages for any violation of the instructions imposed on him/her regarding his/her joining private commercial undertakings after retirement.
2. In respect of any other item, concerning him which is not covered in preceding paras, he will be governed by the relevant Rules/Instructions of the CPSE/Government.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of AGM Notice, except Shri Ashwani Soni who is proposed to be appointed. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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

Section 188 of the Companies Act 2013 read with the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended prescribe certain procedure for approval of the related party transactions. The revised Clause 49 of the Listing Agreement has also prescribed seeking of the shareholders' approval for material related party transactions.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of the Equity Listing Agreement, the following transactions with Ramagundam Fertilizers and Chemicals Limited (RFCL) are material in nature and require the approval of the shareholders of the Company by a special resolution.

The information to be disclosed, as envisaged under Companies (Meeting of Board and its Powers) Rules, 2014 and amendments thereto and the Company's related party transaction policy are furnished here under:

Name of the related party	Ramagundam Fertilizers and Chemicals Limited (RFCL)
Name of the Director or key managerial personnel who is related, if any	Mr. Ram Singh, Director (Finance) Mr. Ajay N. Deshpande, Director (Technical) are the common directors on the Board of EIL as well as RFCL
Nature of relationship	Engineers India Ltd. (EIL) has a 26% equity stake in RFCL and EIL is providing EPCM services for the Ramagundam project



The nature, material terms, monetary value and particulars of the contract or arrangement	Details given below. The given transactions with RFCL is in the ordinary course of business and at arm's length.
<p>Transaction 1 :</p> <p>ENGINEERING PROCUREMENT CONSTRUCTION MANAGEMENT (EPCM) SERVICES TO BE RENDERED BY EIL TO RAMAGUNDAM FERTILISERS AND CHEMICALS LIMITED (RFCL)</p>	<p>Nature of the contract –EPCM services consisting of Lump sum and Rate reimbursable portion</p> <p>Value of EPCM services – Lumpsum portion = ₹190 crore plus service tax. Additionally, man-day rate for foreign visit to vendor's works fixed @ ₹40815/- valid till 31.03.16, and an escalation thereon @ 8% p.a.</p> <p>Material terms of the contract</p> <ul style="list-style-type: none"> • Zero Date –Date of Award to licensor for Urea or Ammonia unit, whichever is later • Mechanical Completion - 34 months from Zero date; Commissioning –2 months after Mechanical Completion • Payment terms – 85% of total fees on monthly basis, 5% of total fees on Mechanical Completion, 5% of the total fees on Commissioning, 2% of total fees on submission of Final documentation, 3% upon completion of PGTR.
	<ul style="list-style-type: none"> • Contract Performance Guarantee - Security Deposit in the form of Corporate Guarantee for an amount of 5% of the Lump sum valid till commissioning. Upon commissioning, the Corporate Guarantee shall be replaced with a Performance Bank Guarantee of equivalent amount valid till the Defect Liability Period • Liquidated Damages towards delay – Maximum 5% of Lump sum fee • Liquidated Damages towards performance guarantee – Maximum 2.5% of the lump sum fee • Limitation of liability – 5% of the lump-sum fee excluding corrective services and patent infringement • Defect Liability Period – 18 months from Mechanical Completion or 12 months from Commissioning, whichever is earlier
<p>Transaction 2:</p> <p>ENTERING INTO AN ARRANGEMENT WITH RFCL IN RESPECT OF RENDERING OF SERVICES TOWARDS SELECTION OF TECHNOLOGY LICENSOR ON COST REIMBURSABLE BASIS</p>	<p>Nature of the contract –Arrangement for rendering of services towards selection of technology licensor on cost reimbursable basis (including profit margin)</p> <p>Value of EPCM services – To be determined on cost reimbursable basis based on actual hours spent on the work</p>
Any other relevant information	None

The above transactions were approved by the Audit Committee in its meeting held on 8th May 2015 and recommended by the Board of Directors in its meeting held on 27th May 2015, to the shareholders of the Company for their approval.

As per Clause 49 of the Listing Agreement, all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on the resolution(s) wherein approval of the material related party transactions is sought from the shareholders.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives except as stated above are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of AGM Notice. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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 Sanjay Gupta was appointed as Additional Director and Chairman & Managing Director w.e.f. 1.06.2015 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-31018/2/2014-CA/FTS:30457 dated 8.05.2015. In terms of Section 161 of the Companies Act, 2013, Shri Sanjay Gupta shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Sanjay Gupta under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Chairman & Managing Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Chairman & Managing Director of the Company. Brief resume containing inter-alia the statutory disclosures of Shri Sanjay Gupta has been given in the Annexure to the Notice of 50th Annual General Meeting. The terms and conditions of his appointment issued vide Ministry of Petroleum & Natural Gas, Government of India File No. C-31018/2/2014-CA(Part-I)/FTS:38392 dated 15th June, 2015 are as below:

- 1.1 Period: Appointment of Shri Sanjay Gupta to the post of CMD, EIL will be for a period of five years from the date of his assumption of charge of the post on or after 01.06.2015, or till the date of his superannuation or until further orders, whichever is the earliest and in accordance with the provisions of the Companies Act, 2013 as amended from time to time. The appointment may, however, be terminated even during this period by either side on 3 months notice or on payment of three months salary in lieu thereof.
- 1.2 After the expiry of the first year, the performance of Shri Sanjay Gupta will be reviewed to enable the Government to take a view regarding continuance or otherwise for the balance period of tenure.
- 1.3 Headquarters: His headquarters will be at New Delhi where the registered office/headquarters of the CPSE is located. He will be liable to serve in any part of the country at the discretion of the CPSE.
- 1.4 Pay: Shri Sanjay Gupta will draw a basic pay of ₹85,040/- per month in the scale of ₹80,000 – 1,25,000/- from the date of assumption of office i.e. 01.06.2015.
- 1.5 Dearness Allowance: He would be paid DA in accordance with the new IDA scheme as spelt out in the DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.6 Annual Increment: He will be eligible to draw his annual increment @ 3% of basic pay on the anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted after completions of every two year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
- 1.7 House Rent Allowance: He will be entitled to HRA as per the rates indicated in DPE's O.M. dated 26.11.2008.
- 1.8 Residential accommodation and recovery of rent for the accommodation so provided.
 - 1.8.1 Company's own accommodation: Wherever the CPSE has built residential flats in the industrial township or purchased residential flats in the cities, arrangements would be made by the CPSE to provide a suitable residential accommodation to him.
 - 1.8.2 Leased accommodation: If the CPSE either in township or is not able to provide residential accommodation out of the residential flats and purchased by it in the Headquarter, suitable accommodation could be arranged by the CPSE by taking the premises on lease basis at headquarter of the company. The Board of Directors may decide the size, type and locality of such accommodations as per DPE O.Ms. dated 05.06.2013, 26.11.2008 and 02.04.2009. For purpose of CTC, 30% of basic pay may be considered as expenditure on Housing.
 - 1.8.3 Self-lease: If he owns a house at the place of his posting (Headquarter) and is desirous of taking his own house on self-lease basis for his residential purposes, the CPSE can permit him to do so provided he executes a lease-deed in favour of the CPSE. The Board of Directors may decide the size, type and locality of such accommodations.
 - 1.8.4 Repair/maintenance of leased accommodation: The responsibility for repair and maintenance of leased accommodation is that of the lessor. Lease rent will be allowed only for 12 months in a year and no additional amount will be provided towards repair/maintenance of leased accommodation.
 - 1.8.5 Existing lease deeds: The lease agreement signed by the CPSE in respect of the accommodation taken on lease basis for him, if any, prior to 26.11.2008 would not be re-opened during the pendency of the lease period. The lease money, in other words, should not be hiked till the expiry of lease period. This proviso would be applicable even if he had been permitted to take his own house self-lease basis.
 - 1.8.6 Office accommodation: No office accommodation at the expense of the CPSE would be provided or arranged by the CPSE at his residence.
- 1.9 Rent Recovery:
 - 1.9.1 CPSE's township/own flats: Recovery of rent for the accommodation arranged by the company in its own township or from the pool of flats purchased by it in cities and towns and so allotted to him would be made at the rate of 10% of basic pay from (date of joining) 01.06.2015 or the standard rent fixed by the company whichever is lower. Where the CPSE has prescribed flat rates of recovery in respect of accommodation in its townships depending on each type of accommodation i.e. recovery of rent on uniform basis for each type of accommodation, then rent would be paid by him as prescribed by the CPSE.
 - 1.9.2 Leased accommodation: In respect of leased accommodation arranged by the CPSE, rent would be recovered from him at the rate of 10% of basic pay from (date of joining) 01.06.2015 or the actual rent whichever is lower.
- 1.10 Conveyance: As per DPE's OM No. 2 (23)/11-DPE(WC)-GL- V/13, dated 21.01.2013, the recovery amount (AC/non-AC) for private use/non-duty runs would be ₹2000/-per month.



- 1.11 Leave: He will be remain subject to the Leave Rules of the CPSE.
- 1.12 Other Allowances/Perks: The Board of Directors will decide on the Allowances and Perks subject to a maximum ceiling of 50% of his basic pay as indicated in DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.13 Performance Related Payment: He shall be eligible for approved PRP as per DPE's O.Ms. dated 26.11.2008, 09.02.2009 and 02.04.2009.
- 1.14 Superannuation Benefits: He shall be eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated 26.11.2008 and 02.04.2009.
- 1.15 Conduct, Discipline & Appeals Rules:
 - 1.15.1 The Conduct, Discipline and Appeal Rules framed by the CPSE in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India.
 - 1.15.2 The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.
- 1.16 Restriction on Joining Private Commercial Undertakings after Retirement/Resignation
Shri Sanjay Gupta after retirement/resignation from the service of this CPSE shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which the CPSE has or had business relations within one year from the date of his/her retirement/resignation, without prior approval of the Government. In this connection, as required by the DPE's OMs dated 15.05.2008 and 08.08.2012 the CPSE shall secure a bond from the incumbent for an appropriate sum of money payable by him/her regarding his/her joining private commercial undertakings after retirement as damages for any violation of the instructions imposed on him/her.
2. In respect of any other item, concerning him which is not covered in preceding paras, he will be governed by the relevant Rules/Instructions of the CPSE/Government.

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 Sanjay Gupta who is proposed to be appointed. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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 : July 10, 2015

(Rajan Kapur)
Company Secretary

Brief Resume of Directors, retiring by rotation and eligible for re-appointment vide Item Nos. 3 & 4 of Notice of 50th AGM:**Item No. 3**

Name	:	Ms. Veena Swarup
Father's Name	:	Lt. Col. Shanti Swarup
Designation	:	Director (HR)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	7 th June, 1956
Qualifications	:	MBA, Lucknow University
Experience	:	She has more than 3 decades of experience in the fields of human resource in the Petroleum and Natural Gas sector. Prior to joining EIL, Ms. Swarup was with ONGC since 1983, where she held several assignments including Head of Performance Management & Benchmarking Group, which steered Performance Contracts & Service Level Agreements between board level and unit chiefs. Her other assignment included setting up the ONGC Energy Center, Head HR at various Units of ONGC, Policy making and Negotiations with Collectives. She also headed the SAP-HR Project for ONGC, which was the largest Project in Asia at that time. She was deputed to MRPL as a change agent to initiate aligning the Company to Public Sector requirements. She also had a short stint in Directorate General of Hydrocarbons as the Head of Corporate Affairs and Human Resources. She has been associated with several prestigious Committees of DPE & SCOPE to review various policies with reference to Public Sectors. As Director (HR), EIL she is credited for bringing a transformational change in the functioning of HR in EIL and has taken several pathbreaking initiatives towards Talent Management, Training & Development, Employee Communication, CSR & Brand Building with a view to take EIL to greater heights. She has also been recognized in the field of Management by various agencies. Some of the Awards recently conferred to her include Legend Director of the Year 2014 by News Ink Media, Indian Achievers' Award for Corporate Leadership in Human Resources for outstanding achievements in Business & Social Service by Indian Achievers Forum.
Other Directorships	:	Nil
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	7
Shareholding in EIL	:	Nil
Relationship between Directors/ Key Managerial Personnel inter-se	:	None



Item No. 4

Name	:	Shri Ajay Narayan Deshpande
Father's Name	:	Shri Narayan Raghunath Deshpande
Designation	:	Director (Technical)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	2 nd January, 1958
Qualifications	:	Chemical Engineering – Nagpur University Post Graduate in Systems & Management, IIT, Delhi Advance Management Programme at ASCI-Hyderabad
Experience	:	He has worked in various capacities of our Company over the past 35 years, including oil and gas, refinery and petrochemicals sector, covering the functions of process design/development, research and development, plant operations and safety, heat & mass transfer, environmental engineering, specialist materials and maintenance services and information technology in the Technology Division. He has exposure to working in Projects Division also. He has been responsible for the business growth and technology initiatives of the Company and was also responsible for meeting the company's targets on R&D and sustainable development. He has co-authored seven patent applications on behalf of the Company. He has served as Director on the Board of Certification Engineers International Limited, a wholly owned subsidiary of Engineers India Limited for two years and is currently on the Board of Ramagundam Fertilizers and Chemicals Limited, EIL's JV with NFL and FCIL to undertake a brownfield project for Ammonia/Urea production at Ramagundam. As Director (Technical), he is now responsible for all Technology and Engineering Divisions within the Company.
Other Directorships	:	Ramagundam Fertilizers and Chemicals Limited
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	6
Shareholding in EIL	:	3940 equity shares
Relationship between Directors/ Key Managerial Personnel inter-se	:	None

Brief Resume of Additional Directors vacating office at 50th AGM and proposed to be appointed vide Item Nos. 6 & 8 of Notice of 50th AGM:**Item No. 6**

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, Metallurgy, Pipelines & Off-shore projects. He also oversees Project Services (Planning), Construction Management and Regional offices at Vadodara, Chennai & Kolkata. He joined EIL in 1979 as a Management Trainee. He has over 36 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). Shri Soni 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	:	4
Shareholding in EIL	:	100 equity shares (holding jointly as second holder)
Relationship between Directors/ Key Managerial Personnel inter-se	:	None



Item No. 8

Name	:	Shri Sanjay Gupta
Father's Name	:	Shri Jyoti Swaroop Gupta
Designation	:	Chairman & Managing Director and Addl. Charge-Director (Commercial)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	29 th October, 1957
Qualifications	:	B.E. from IIT, Roorkee
Experience	:	He has about 34 years of experience in implementation of mega grassroots and brown field projects in Refineries and Petrochemicals. He was also entrusted with the task of leading the implementation of the first ever OBE Project and pioneered the same in the Hydrocarbon sector in India. Several projects on this mode have been implemented by the Company, thereafter. He has hitherto also been additionally responsible for all the commercial functions of the Company including Estimation, Contracting, Inspection and Business Development. He has been engaged in consolidation, internationalization and strategy building for the Company. The improvement of Governance function of the Company while providing emphasis on project delivery to the owners is the cardinal principle around which all the efforts are being expanded.
Other Directorships	:	Certification Engineers International Ltd. (as Part-time Chairman) TEIL Projects Ltd. (as Part-time Chairman) EIL Asia Pacific Sdn. Bhd. Jabal ELLIOT Co. Ltd.
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	7
Shareholding in EIL	:	60 equity shares
Relationship between Directors/ Key Managerial Personnel inter-se	:	None