



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 49th Annual General Meeting of the Members of Engineers India Limited will be held on Thursday, the 28th day of August, 2014 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 Statement of Profit & Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. To consider declaration of final dividend.
3. To appoint a director in place of Shri Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.
5. To fix remuneration of Auditors for the financial year 2014-15 and, if thought fit, to pass with or without modifications, 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 2014-15.”

By order of the Board

Place: New Delhi
Date : July 25, 2014

(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. In accordance with the provisions of the Companies Act, 2013, Shri Adit Jain, Shri D.R. Meena and Dr. V. Vizia Saradhi who were appointed as Additional Directors after the date of last Annual General Meeting, shall vacate their offices at the ensuing Annual General Meeting.
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 Tuesday, 19th August, 2014 to Thursday, 28th August, 2014 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 49th 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 Monday, 18th August, 2014 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 Monday, 18th August, 2014.
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 Limited at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500081 (Tel No. 040-44655000, Fax No. 040-23420814, 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 17.09.2007 for the financial year 2006-2007 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 16.10.2014 (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, 2014. 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 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 2013-2014 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s) 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 2013-2014 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 and 2012-13. 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 the 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 to Company Secretary at the Registered Office of the Company so that the same may be attended to appropriately.

19. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the provisions of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members facility through M/s Karvy Computershare Pvt. Limited (KCPL) to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice of 49th Annual General Meeting. The cut-off date (record date) for this purpose is Friday, the 18th July 2014. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

1. A. In case a Member receives an email from M/s Karvy

Computershare Pvt. Limited (KCPL) [for Members whose email IDs are registered with the Company/Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password being sent separately). 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 vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Engineers India Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple Foliros / Demat accounts shall choose the voting process separately for each of the Foliros / Demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) 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. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than



Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at 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 mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) User ID and initial password as provided.
 - (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.
2. The e-voting period commences on Friday, August 22, 2014 at 9:30 am (IST) and ends on Sunday, August 24, 2014 at 5:30 pm (IST). During this period the members of the company as on the cut-off date, being July 18, 2014 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
3. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on

the cut-off date (i.e. the record date), being Friday, July 18, 2014.

6. The Board of Directors has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.engineersindia.com) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and would also be communicated to the BSE Limited and the National Stock Exchange of India Limited.

20. No Gifts shall be distributed in the Annual General Meeting or afterwards.

By order of the Board

Place: New Delhi
Date: July 25, 2014

(Rajan Kapur)
Company Secretary

Annexure to AGM Notice

Brief Resume of Directors, retiring by rotation and eligible for re-appointment vide Item Nos. 3 & 4 of Notice of 49th 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 – 110 066
Date of Birth	:	1 st May, 1957
Qualification	:	Bachelor's Degree in Commerce from Delhi University ACMA
Experience	:	He has 33 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. Mr. Ram Singh has been conferred with Business Today Best CFO of a PSU (Mid size) Award-2013 and India CFO Award for Excellence in Risk Management by IMA India.
Other Directorships	:	EIL Asia Pacific Sdn. Bhd.
Other Committee Memberships	:	Nil
Shareholding in EIL	:	Nil
Relationship between Directors inter-se	:	None

Item No. 4

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	:	<p>She has three decades of experience in the field of human resource in the petroleum and natural gas sector. Prior to joining EIL, Ms Swarup was with ONGC since 1983, where she headed the performance Management and Benchmarking Group, which steers the performance contracts and service level agreements between board level and unit chiefs. Her other assignments 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. She was deputed to MRPL as a change agent to initiate aligning the Company to public sector requirements. She has also had a stint with the 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 undertaking a number of HR initiatives.</p>
Other Directorships	:	Nil
Other Committee Memberships	:	Nil
Shareholding in EIL	:	Nil
Relationship between Directors inter-se	:	None