

Report on Corporate Governance

1. Company's Philosophy on Corporate Governance

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations. Key Policies that are adopted and are available on website of the Company (<https://www.engineersindia.com/Investor/Landing>) are as follows:

- Code of Conduct for Board Members and Senior Management
- Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information
- Policy on Board Diversity
- Whistle Blower Policy
- Corporate Social Responsibility Policy
- Policy on Related Party Transactions
- Policy for determining Material Subsidiaries
- Policy for determination of Materiality of Events / Information
- Dividend Distribution Policy
- Risk Management Policy

The Policies are reviewed periodically by the board and updated as needed.

2. Board of Directors

(i) Role and Composition of the Board of Directors

The Board of Directors along with its committees provide leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas.

As on March 31, 2025, the Company had 9 Directors, out of which 6 were Whole-Time Directors (Executive) including Chairman & Managing Director, 1 Part time (Ex-officio) Director (Government Director) and 2 Non-Official Independent Directors including a Woman Independent Director. The composition of Board is not in compliance SEBI Listing Regulations and DPE Guidelines on Corporate Governance for CPSEs from 08.11.2024 to 31.03.2025 on account of shortfall of Independent Director as per following :

Non-Compliance Period		Shortfall of No. of Independent Directors
From	To	
08.11.2024	13.11.2024	5
14.11.2024	19.12.2024	6
20.12.2024	27.03.2025	7
28.03.2025	31.03.2025	5

None of the Directors/KMP of the Company are related to each other and there are no inter-se relationships between the Directors/KMP. As on March 31, 2025, none of the Non-Executive Directors holds equity shares in the Company except Shri Deepak Mhaskey, Non-Official Independent Director, who holds 160 equity shares of the Company.

The Chairman & Managing Director and Executive Directors do not serve as Independent Director in any listed company. Further, none of the Non-Executive Directors is an Independent Director in more than 7 listed entities as required under the SEBI Listing Regulations. None of the Directors held Directorships in more than 20 companies, with more than 10 public limited companies. None of the Directors on the Board is a member of more than 10 Committees or Chairman of 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee) across all Public Companies, in which he/ she is a director. All the Directors have declared their Directorship and Membership in various Boards/Committees of other companies.

(ii) Number of Board Meetings

The Board of Directors met six (6) times during the financial year 2024-25. The details of said meetings along with Board strength and actual in attendance is given below. Video conferencing facility is used to facilitate Directors to participate in the meetings.

Sl. No.	Date of Meeting	Place	Board Strength	No. of Directors Present
1	10.04.2024	New Delhi	12	12
2	28.05.2024	New Delhi	12	12
3	09.08.2024	Gurugram, Haryana	12	12
4	29.10.2024	New Delhi	11	11
5	28.01.2025	New Delhi	7	7
6	10.02.2025	New Delhi	7	7

(iii) Details of attendance of each Director at Board Meetings held during the year and Last Annual General Meeting, the number of Directorships, Committee Chairpersonships/Memberships held by them in other listed entities as on March 31, 2025.

Name of Directors	Attendance Particulars		Number of another Directorships/ Committee Memberships / Chairpersonships			Other listed entity where Directors of the Company held Directorship	
	Board Meetings	Last Annual General Meeting held on 11.09.2024	Other Directorships	Committee Memberships (Including EIL)*	Committee Chairpersonships (Including EIL)*	Name of the Listed Entity	Category
Executive Directors							
Smt. Vartika Shukla (DIN- 08777885) Chairman & Managing Director	6	Yes	1	-	-	-	-
Shri Sanjay Jindal (DIN -09223617) Director (Finance)	6	Yes	-	1	-	-	-
Shri Atul Gupta ¹ (DIN -09704622) Director (Commercial)	6	Yes	-	-	-	-	-
Shri Rajiv Agarwal ² (DIN -09748894) Director (Technical)	6	Yes	1	-	-	-	-
Shri Rajeev Gupta ⁵ (DIN 09839662) Director (Projects)	3	Yes	-	-	-	-	-
Shri Subhas Balakumar ³ (DIN 10411610) Director (Projects)	2	NA	1	1	-	-	-
Shri Rupesh Kumar Singh ⁴ (DIN 10879433) Director (HR)	2	NA	1	1	-	-	-
Non-Executive Directors (Government Nominee)							
Shri Arun Kumar ⁶ (DIN-10627518)	5	Yes	-	-	-	-	-
Shri Rohit Mathur ⁶ (DIN-08216731)	1	NA	-	-	-	-	-

Name of Directors	Attendance Particulars		Number of another Directorships/ Committee Memberships / Chairpersonships			Other listed entity where Directors of the Company held Directorship	
	Board Meetings	Last Annual General Meeting held on 11.09.2024	Other Directorships	Committee Memberships (Including EIL)#	Committee Chairpersonships (Including EIL)#	Name of the Listed Entity	Category
Non-Executive Directors (Independent Directors)							
Shri Deepak Mhaskey ⁷ (DIN- 09396329)	4	Yes	1	2	1	-	-
Smt. Karuna Gopal Vartakavi ⁷ (DIN – 05304803)	4	Yes	1	2	1	-	-
Shri Harishkumar Madhusudan Joshi ⁷ (DIN – 01201050)	4	Yes	-	-	-	-	-
Dr. Prashant Vasantrao Patil ⁷ (DIN – 01398774)	4	Yes	-	-	-	-	-
Shri Ravi Shankar Prasad Singh ⁷ (DIN – 09260909)	4	No	-	-	-	-	-
Shri Jai Prakash Tomar ⁷ (DIN – 09401504)	4	Yes	-	-	-	-	-

#The Membership / Chairmanship of Committee(s) is considered only for Audit Committee and Stakeholders Relationship Committee.

Note:

1. Ministry of Petroleum & Natural Gas, Government of India vide its letter no. CA-31018/2/2024-CA-PNG(50637) dated September 30, 2024 had entrusted additional charge of the post of Director (Projects) to Shri Atul Gupta, for a period of three months w.e.f. 01.10.2024, or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest. Shri Atul Gupta was holding the additional charge of the post of Director (Projects) till 14.11.2024.
2. Ministry of Petroleum & Natural Gas, Government of India vide its letter no. CA-31018/2/2023-CA-PNG(47633) dated October 15, 2024 had entrusted additional charge of the post of Director (HR) to Shri Rajiv Agarwal, for a period of Six months w.e.f. 01.10.2024, or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest. Shri Rajiv Agarwal was holding the additional charge of the post of Director (HR) till 20.12.2024.
3. Shri Subhas Balakumar was appointed as an Additional Director in the capacity of Director (Projects) w.e.f. 14.11.2024 in terms of Ministry of Petroleum & Natural Gas, Government of India vide letter No. CA-31018/1/2023-PNG(45460) dated 13.11.2024.
4. Shri Rupesh Kumar Singh was appointed as an Additional Director in the capacity of Director (HR) w.e.f. 20.12.2024 in terms of Ministry of Petroleum & Natural Gas, Government of India vide letter No. CA-31018/7/2021-PNG(39934) dated 19.12.2024.
5. Shri Rajeev Gupta ceased to be the Director (Projects) of the Company w.e.f. October 01, 2024 due to his retirement on attaining the age of superannuation on September 30, 2024. Pursuant to Ministry of Petroleum & Natural Gas, Government of India vide its letter No. CA-31018/2/2023-CA-PNG(47633)

dated February 09, 2024, Shri Rajeev Gupta was also holding the additional charge of Director (HR) till 30.09.2024.

6. Pursuant to Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31032/1/2021-PNG-37493 dated 10.05.2024, Shri Arun Kumar was appointed as an Additional Director in the capacity of Director (Government Nominee) w.e.f. 14.05.2024 and Shri Rohit Mathur ceased to be Director (Government Nominee) of the Company w.e.f. 10.05.2024.
7. Shri Deepak Mhaskey, Smt. Karuna Gopal Vartakavi, Shri Harishkumar Madhusudan Joshi, Dr. Prashant Vasantrao Patil, Shri Ravi Shankar Prasad Singh and Shri Jai Prakash Tomar ceased to be Independent Directors of the Company on completion of their tenure on 07.11.2024. However, Pursuant to Ministry of Petroleum & Natural Gas, Government of India letter No. CA-31033/2/2021-PNG(39069) dated 28.03.2025, Shri Deepak Mhaskey and Smt. Karuna Gopal Vartakavi were re-appointed as additional directors in the capacity of Independent Director w.e.f. 28.03.2025 for a period of one year.

(iv) Chart/ Matrix setting out the skills/expertise/ competence of the Board

The Company being a Government Company, all the Directors on its Board viz. Whole time Directors, Government Nominee Directors and Non-official Independent Directors are selected and appointed by the Government as per laid down process for each category of Director. The list of core skills, expertise and competency required for the Board to function effectively in context of the Company's business, forms an integral part of the Government's process for

selection of the Directors. In view thereof, the Board of the Company has not identified separately any such core skills or expertise or competency required by a director and those are available as required under SEBI Listing Regulations. However, the Company has laid down Board Diversity Policy as per SEBI Listing Regulations.

(v) Board Procedure

The meetings of the Board of Directors are generally held at the Company's Registered Office in New Delhi. The meetings are scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly financial results and other items of agenda. The time gap between any two meetings do not exceed three months. The agenda for the meetings are prepared by the concerned officials, sponsored by the concerned Functional Directors and approved by C&MD. The Board papers are circulated to the Directors in advance. For paperless Board, the agenda items are uploaded on a digital platform which can be accessed electronically in their device in a secured manner. The members of the Board have access to all information and are free to recommend inclusion of any matter in the agenda for discussion. Senior executives are invited to attend the Board meetings and provide clarification as and when required.

The Company Secretary tracks and monitors Board and Committee proceedings to ensure that the Terms of Reference /Charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked. The Terms of Reference/ Charters are reviewed and updated from time to time in order to keep the functions and role of the Board and Committees aligning with the changing statutes. Action Taken Reports are put up to the Board periodically. To enable better and more focused attention on the affairs of the Company, the Board has delegated certain powers to C&MD and Committee of Functional Directors set up for the purpose.

Declaration

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

All the Members of the Board and Senior Management Personnel have affirmed compliance of the Code of Business Conduct and Ethics for the financial year ended on March 31, 2025.

Place: New Delhi (Vartika Shukla)

Date: 29.05.2025 Chairman & Managing Director

(vi) Code of Business Conduct and Ethics for Board Members and Senior Management

The Board of Directors has laid down the Code of Business Conduct and Ethics for all Board Members and Senior Management of the Company which includes the duties of Independent Directors as per statutory requirements. The same has also been posted on the website of the Company. The Senior Management of the Company have made disclosures to the Board confirming that there is no material financial and/or commercial transactions that could have potential conflict of interest with the Company at large.

(vii) Independent Directors & Separate meeting of Independent Directors

The Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Director has confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Board based on declaration received from Independent Directors is of the opinion that the Independent Directors fulfil the conditions specified in the Companies Act and the SEBI Listing Regulations and that they are independent of the management. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs (IICA).

A separate Meeting of the Independent Directors as prescribed by the Statutory & Regulatory Authority could not be held on account of absence of Independent Director during the major part of the year.

(viii) Familiarization Programme for Board Members

The Company has a well-defined Training Policy for training of Board Members which, inter-alia, includes various familiarization programmes aligned with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board members are provided with the necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. In addition, the Company has also nominated to various training programme conducted by DPE, IICA, etc. to familiarize the Independent Directors.

The details of such familiarization programmes/Training Policy have also been posted on the website of the Company <https://www.engineersindia.com/Investor/Landing>.

(ix) Compliance Reports

The Company has proper online systems to enable the Board to review compliance reports of all laws applicable to the Company, on half yearly basis as well as to assess the steps taken by the Company to rectify instances of non-compliances, if any.

3. Board Committees

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, wherever required. To enable better and more focused attention on the affairs of the Company, the Board has delegated

particular matters to the Committees of the Board set up for the purpose. The composition of various committees of the Board is also hosted on the website of the company. During the year under review, the Board of Directors in their meeting held on 28.1.2025 has decided to keep functioning of the Committee (except Share Transfer Committee and Committee of Functional Directors) in abeyance in the absence of Independent Directors on the Board who forms the quorum as per requirements. Accordingly, all the Board Sub-Committee (except Share Transfer Committee and Committee of Functional Directors) were in abeyance between 8.11.2024 to 27.3.2025. The Board Sub-committee were reconstituted w.e.f 28.03.2025 in compliance with the provisions of the statutory provisions (i.e. after re-appointment of two non-official Independent Director on the Board of the Company). The Board has following Sub-Committees:

i) Audit Committee

As on March 31, 2025, the Audit Committee comprises of Shri Deepak Mhaskey, Non-official Independent Director as Chairman, Smt. Karuna Gopal Vartakavi, Non-official Independent Directors and Director (Projects) as members of the Committee.

During the year the Committee was reconstituted twice as per following :

Date of Re-constitution	Chairman/Members
8.11.2024	1. Director (Commercial) - Chairman 2. Director (Projects) - Member 3. Director (Technical) - Member
28.3.2025	1. Shri Deepak Mhaskey, Non-Official Independent Director- Chairman 2. Smt. Karuna Gopal Vartakavi, Non-Official Independent Director- Member 3. Director (Projects) - Member

The Audit Committee met Seven (7) times during Financial Year 2024-25. Details of meetings held and attendance of the Members in these meetings are as under:

Date of Meetings

Sl. No.	Name of the Members	Category	27.05.2024	28.05.2024	02.07.2024	08.08.2024	09.08.2024	25.10.2024	29.10.2024
1	Shri Harishkumar Madhusudan Joshi*	Non-official Independent Director - Chairman	✓	✓	✓	✓	✓	✓	-
2	Shri Prashant Vasantro Patil*	Non-official Independent Director	✓	✓	✓	✓	✓	✓	✓
3	Shri Deepak Mhaskey	Non-official Independent Director	✓	✓	✓	✓	✓	✓	✓
4	Shri Rajeev Gupta**	Director (Projects)	✓	✓	✓	✓	✓	N.A	N.A
5	Shri Atul Gupta***	Director (Commercial)	N.A	N.A	N.A	N.A	N.A	✓	✓

* Ceased as Chairman/Members consequent to completion of term.

** Shri Rajeev Gupta ceased to be Director (Projects) & Member of the Committee w.e.f 01.10.2024, due to his retirement on attaining the age of superannuation on 30.09.2024.

***Shri Atul Gupta was holding the additional charge of Director (Projects) w.e.f 01.10.2024 to 14.11.2024.

Director (Finance) is permanent invitee for all meetings. Head (Internal Audit) and Statutory Auditors are specifically invited to be present as invitee for the meetings. The Audit Committee also invite other Functional Directors & Senior Executives whenever it considers appropriate to be present in the meetings.

Role/Scope of Audit Committee includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board, the fixation of Audit fees payable to Statutory Auditors appointed by C&AG;
3. Recommendation to the Board, the appointment of Cost Auditors of the Company and fixation of their cost Audit Fees;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions
 - g. Modified Opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors and/or auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors/auditors/agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. To review the follow-up action on the audit observations of C&AG Audit;
20. To review the follow-up action taken on the recommendation of Committee on Public Undertakings (COPU) of the Parliament;
21. Provide an open avenue of communication between the independent auditor, internal auditor and the Board of Directors;
22. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage,

reduction of redundant efforts, and the effective use of all audit resources.

23. Consider and review the following with the independent auditor and the management:

- The adequacy of internal controls including computerized information system controls and security, and
- Related findings and recommendations of the independent auditor and internal auditor, together with the management responses

24. The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- c. Management letters /letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor.
- f. Certification/Declaration of Financial Statements by the Chief Executive/Chief Financial Officer.

g. statement of deviations:

- (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
- (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

25. Approval or any subsequent modification of transactions of the company with related parties.

Note:

- (i) The audit committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions.

- (ii) A related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the listed entity;

- (iii) with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

26. To grant omnibus approval for related party transactions, subject to applicable provisions under Companies Act/Listing Regulations, and to review at least on quarterly basis the details of related party transactions entered pursuant to omnibus approval.

27. Review all Related Party Transactions in the Company. For this purpose, the Audit Committee may designate a member who shall be responsible for reviewing related party transactions.

28. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

29. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

30. To perform the role as defined in the code of conduct to regulate, monitor and report trading by insiders of the Company.

31. To review the financial statements, in particular, the investments made by the unlisted subsidiary

32. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

33. The Audit Committee shall have additional functions/features as prescribed under Companies Act 2013, Listing Regulations, DPE Guidelines as amended from time to time.

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

ii. Nomination and Remuneration Committee

In terms of the provisions of Section 178(3) of the Companies Act and Regulation 19(4) read with Part D of Schedule II to the SEBI Listing Regulations and Corporate Governance Guidelines for CPSEs issued by DPE, Nomination and Remuneration Committee (NRC) has been constituted by the Board.

Terms of Reference

- Issues relating to pay and perks prior to consideration by the Board.
- Deliberate and decide on Performance Related Pay (PRP) pool and policy of distribution of PRP to employees.
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal to enable succession planning for the Company.
- Recommend to the Board, all remuneration, in whatever form, payable to employees.
- To decide issues like ESOP schemes, Performance Incentive Schemes, Superannuation Benefits and any other Fringe Benefits which may be considered appropriate.

Composition of the Committee and Attendance at meetings during the year

As on March 31, 2025, the Nomination and Remuneration Committee comprises of Shri Deepak Mhaskey, Non-official Independent Director as Chairman, Smt. Karuna Gopal Vartakavi, Non-official Independent Director and Shri Arun Kumar, Govt Nominee Director as members of the Committee.

During the year the Committee was reconstituted twice as per following :

Date of Re-constitution	Chairman/Members
8.11.2024	1. Shri Arun Kumar, Government Nominee Director- Chairman 2. Director (Commercial) - Member 3. Director (HR) - Member
28.3.2025	1. Shri Deepak Mhaskey, Non-Official Independent Director- Chairman 2. Smt. Karuna Gopal Vartakavi, Non-Official Independent Director- Member 3. Shri Arun Kumar, Government Nominee Director- Member

The NRC met once during Financial Year 2024-25 i.e., on 27.05.2024. Details of attendance by members as under:

Date of Meeting

Sl. No.	Name of the Members	Category	27.05.2024
1.	Shri Prashant Vasantro Patil	Non-official Independent Director - Chairman	✓
2.	Shri Harishkumar Madhusudan Joshi	Non-official Independent Director	✓
3.	Shri Jai Prakash Tomar	Non-official Independent Director	✓

Performance Evaluation

EIL being a Government Company, the performance evaluation of the Directors is carried out by the Administrative Ministry (MoP&NG), Government of India, as per applicable Government guidelines. The inputs to undertake performance of Independent Directors are provided to the Administrative Ministry as well as Department of Public Enterprises (DPE) on annual basis.

Remuneration of Directors

There is no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company. The Non-official Independent Directors nominated on the Board do not draw any remuneration from the Company for their role as Director except sitting fees of ₹ 40,000/- for each meeting of the Board of Directors and ₹ 30,000/- for each meeting of the Committees of the Board of Directors & Meeting of Independent Directors (once a year) attended by them. The Functional Directors including the Chairman & Managing Director are appointed by the Government of India and are paid remuneration as per the terms of their appointment.

The details of remuneration paid to the Functional Directors during the financial year ended March 31, 2025 are as under:

Sl. No.	Name of Director	Gross Salary	Performance	Other Benefits	Stock Option during the year 2024-25	Total
			Related Pay/ Productivity Linked Reward			
1	Smt. Vartika Shukla	60,40,424	4,86,547	11,39,772	--	76,66,743
2	Shri Sanjay Jindal	55,61,259	3,69,472	12,81,080	---	72,11,811
3	Shri Atul Gupta	55,31,728	3,60,752	10,32,185	----	69,24,665
4	Shri Rajiv Agarwal	56,79,709	3,71,937	13,78,057	---	74,29,703
5	Shri Rajeew Gupta (up to 30.09.2024)	28,65,693	3,71,351	8,18,704	----	40,55,748
6	Shri S Balakumar (w.e.f. 14.11.2024)	22,19,953	1,02,387	4,02,342	----	27,24,682
7	Shri Rupesh Kumar Singh (w.e.f. 20.12.2024)	17,09,376	1,01,924	2,83,681	-----	20,94,981

Details of payments towards sitting fees to Independent Directors during the financial year 2024-25 are given below: -

Sl. No.	Name of Non-official Independent Director	Sitting Fees		Total (₹) *
		Board Meeting*	Committee Meeting/ Independent Director Meeting*	
1.	Shri Deepak Mhaskey	1,60,000	3,00,000	4,60,000
2.	Shri Harishkumar Madhusudan Joshi	1,60,000	2,10,000	3,70,000
3.	Shri Prashant Vasantro Patil	1,60,000	2,40,000	4,00,000
4.	Smt. Karuna Gopal Vartakavi	1,60,000	1,20,000	2,80,000
5.	Shri Ravi Shankar Prasad Singh	1,60,000	1,80,000	3,40,000
6.	Shri Jai Prakash Tomar	1,60,000	1,50,000	3,10,000

*Gross fees excluding taxes as per applicable Tax Laws and Rules

iii. Stakeholders Relationship Committee of the Board

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Companies Act and Regulation 20 of the SEBI Listing Regulations.

As on March 31, 2025 the Committee comprises of Smt. Karuna Gopal Vartakavi, Non-official Independent Director as Chairman, Shri Deepak Mhaskey, Non-official Independent Director, Director (Finance) and Director (HR) as members of the Committee.

During the year the Committee was reconstituted twice as per following :

Date of Re-constitution	Chairman/Members
8.11.2024	<ol style="list-style-type: none"> 1. Shri Arun Kumar, Government Nominee Director- Chairman 2. Director (Finance) – Member 3. Director (HR) – Member
28.3.2025	<ol style="list-style-type: none"> 1. Smt. Karuna Gopal Vartakavi, Non-Official Independent Director- Chairman 2. Shri Deepak Mhaskey, Non-Official Independent Director- Member 3. Director (Finance) – Member 4. Director (HR) – Member

Terms of Reference

The role of the Committee is as follows:

- Resolving the grievances of the security holders of the Company including complaints related to Transfer/ Transmission of Shares, non-receipt of Annual Report, non-receipt of declared Dividends, issue of new/duplicate Certificates, General Meetings etc.
- Review of measures taken for effective exercise of voting rights by Shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of Dividend Warrants/Annual Reports/Statutory Notices by the shareholders of the Company.

The SRC met once i.e. on 28.10.2024 during Financial Year 2024-25. Details of attendance of members in these meetings are as under:

Date of Meeting

Sl. No.	Name of the Members	Category	28.10.2024
1.	Shri Jai Prakash Tomar	Non-official Independent Director	✓
2.	Shri Ravi Shankar Prasad Singh	Non-official Independent Director	✓
3.	Shri Sanjay Jindal	Director (Finance)	✓
4.	Shri Rajiv Agarwal*	Director (Technical)	✓

*Shri Rajiv Agarwal was holding the additional charge of Director(HR) w.e.f. 1.10.2024 to 20.12.2024

Compliance Officer

Shri Narendra Kumar, Sr. Manager (CS), was Compliance officer of the Company is responsible for compliance under SEBI Listing Regulations till 27.01.2025. In compliance to Regulation 6 of the SEBI(LODR) Regulations,2015 as amended, Shri Suvendu Padhi, Company Secretary is designated as Company Secretary and Compliance Officer of the Company w.e.f. 28.01.2025.

Status of Investor Complaints

Complaints pending on 01.04.2024	0
Complaints received during the financial year 2024-25	22
Complaints disposed of during the financial year 2024-25	22
Complaints pending as on 31.03.2025	0

Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund:

In accordance with the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education & Protection Fund (IEPF) maintained by the Central Government. In pursuance of this, the Unpaid Dividend which remained unclaimed and unpaid for the financial years 2016-17 (Final) {unpaid dividend amount ₹2,99,979 and 29,515 shares}, and 2017-18 (interim) {unpaid dividend amount ₹13,67,803 and 58,605 shares} have accordingly been transferred to IEPF on 08.11.2024 and 05.05.2025 respectively. Unpaid/ Unclaimed Dividend for the Financial Year 2017-18 (final) is due for transfer to IEPF on 24.10.2025. The Company sends communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend and shares before it is due for transfer to IEPF. The subsequent due dates of transfer of unpaid/unclaimed dividend to IEPF for the respective financial years have been provided herein below and also at Company's website. Therefore, the members who have not encashed their dividend so far for these years are also requested to write to the Company or its Registrar & Share Transfer Agent for claiming the unpaid dividend before their due dates of transfer to IEPF. Given below are the due dates for transfer of the unpaid/unclaimed dividend to IEPF by the Company:

Financial Year	Date of Declaration of Dividend	Due dates for transfer to IEPF
2017-18 (Final)	19.09.2018	24.10.2025
2018-19 (Interim)	08.02.2019	13.03.2026
2018-19 (Final)	26.09.2019	29.10.2026
2019-20 (Interim)	05.02.2020	06.03.2027
2019-20 (Final)	28.09.2020	30.10.2027
2020-21 (Interim)	11.03.2021	12.04.2028
2020-21 (Final)	29.09.2021	03.11.2028
2021-22 (Interim)	09.02.2022	14.03.2029
2021-22 (Final)	27.09.2022	29.10.2029
2022-23 (Interim)	03.02.2023	09.03.2030
2022-23 (Final)	15.09.2023	19.10.2030
2023-24 (Interim)	02.02.2024	03.03.2031
2023-24 (Final)	11.09.2024	13.10.2031
2024-25 (Interim)	10.02.2025	16.03.2032

In accordance with Section 124(6) of the Companies Act, 2013 read with Rule 6(3)(a) of the IEPF Rules, all the shares in respect of which dividend have not been paid or claimed for seven consecutive years or more shall be transferred to IEPF. In this regard, the Company has completed the posting of specific communications to the concerned shareholders whose dividend has not been paid or claimed for seven consecutive years, at their latest available address and published a newspaper advertisement in this regard. The details of such shares are available on the Company's website at <https://engineersindia.com/Investor/Landing>.

iv. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of Section 135 of the Companies Act, 2013.

As on March 31, 2025, the CSR Committee comprises of Chairman & Managing Director as Chairman, Smt Karuna Gopal Vartakavi, Shri Deepak Mhaskey, Non-official Independent Directors, Director (HR) and Director (Finance) as the members of the Committee.

During the year the Committee was reconstituted twice as per following :

Date of Re-constitution	Chairman/Members
08.11.2024	<ol style="list-style-type: none"> Chairman & Managing Director - Chairman Shri Arun Kumar, Government Nominee Director- Member Director (Finance) – Member Director (HR) – Member

Date of Re-constitution	Chairman/Members
28.03.2025	<ol style="list-style-type: none"> 1. Chairman & Managing Director - Chairman 2. Smt. Karuna Gopal Vartakavi, Non-Official Independent Director - Member 3. Shri Deepak Mhaskey, Non-Official Independent Director - Member 4. Director (Finance) – Member 5. Director (HR) – Member

Terms of reference

The terms of reference of the CSR Committee are:

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject as specified in Schedule VII of the Companies Act, 2013;
- (b) Recommend the amount of expenditure (Annual Budget) to be incurred on the activities referred to in clause (a); and
- (c) Monitor the Corporate Social Responsibility Policy of the company from time to time.
- (d) Approve the contribution on any projects/ activities having financial implication more than ₹25 lakhs.
- (e) Recommend to the Board, for inclusion of any activities/project which is not covered in the broad plan as approved by the Board.
- (f) Recommend to the Board, for approval for additional budget if expenditure exceeds the allocated amount against such projects/activities.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The Annual Report on CSR activities for Financial Year 2024-25 forms part of the Directors' Report.

The CSR Committee met three (3) times during the year on 27.05.2024, 08.08.2024 and 28.10.2024. Details of attendance of the Members in these meetings are as under:

Date of Meeting

Sl. No.	Name of the Members	Category	27.05.2024	08.08.2024	28.10.2024
1.	Smt. Vartika Shukla	Chairman & Managing Director- Chairman	✓	✓	✓
2.	Shri Deepak Mhaskey	Non-official Independent Director	✓	✓	✓
3.	Shri Ravi Shankar Prasad Singh	Non-official Independent Director	✓	✓	✓
4.	Shri Sanjay Jindal	Director (Finance)	✓	✓	✓
5.	Shri Rajeev Gupta*	Director (Projects)	✓	✓	N.A
6.	Shri Rajiv Agarwal**	Director (Technical)	N.A	N.A	✓

* Shri Rajeev Gupta was holding the additional charge of Director(HR) w.e.f. 01.01.2024 to 30.09.2024

**Shri Rajiv Agarwal was holding the additional charge of Director(HR) w.e.f. 01.10.2024 to 20.12.2024

v. Risk Management Committee

Risk Management Committee (RMC) is a key governing body of the Risk Management function at EIL and has been constituted by the Board in compliance with the requirements of Regulation 21 of the SEBI Listing Regulations, the Companies Act and DPE guidelines on Corporate Governance. The Risk Management Committee of the Board comprises of both Independent Directors and Functional Directors and is headed by an Independent Director.

The Risk Management Committee is supported by the Corporate Risk Assurance (CRA) group, which performs day-to-day activities required to maintain and improve Risk Management.

Terms of Reference:

The terms of reference of the Risk Management Committee are:

- (1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (Particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Committee guide Corporate Risk Assurance (CRA) group (a part of Company's Risk Organizational Structure) in integration of Enterprise Risk Management (ERM) with other business planning, business strategy, management activities and operational objectives.

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

Composition of the Committee and Attendance at meetings during the year

As on March 31, 2025, the Risk Management Committee comprises of Smt. Karuna Gopal Vartakavi, Non-official Independent Director as Chairman, Shri Deepak Mhaskey, Non-Official Independent Director, Director (Finance), Director (Technical) and Director (Projects) as members of the Committee.

During the year the Committee was reconstituted twice as per following:

Date of Re-constitution	Chairman/Members
08.11.2024	1. Director (Finance) – Chairman 2. Director (Projects) – Member 3. Director (Technical) - Member
28.03.2025	1. Smt. Karuna Gopal Vartakavi, Non-Official Independent Director - Chairman 2. Shri Deepak Mhaskey, Non-Official Independent Director - Member 3. Director (Projects) – Member 4. Director (Technical) - Member

The Committee met two (2) times during the year on 27.05.2024 and 22.07.2024. Details of attendance of the Members in these meetings are as under:

Date of Meeting

Sl. No.	Name of the Members	Category	27.05.2024	22.07.2024
1.	Smt. Karuna Gopal Vartakavi	Non-official Independent Director Chairman	✓	✓
2.	Shri Ravi Shankar Prasad Singh	Non-official Independent Director	✓	✓
3.	Shri Sanjay Jindal	Director (Finance)	✓	✓
4.	Shri Rajiv Agarwal	Director (Technical)	✓	✓
5.	Shri Rajeev Gupta	Director (Projects)	✓	✓

vi. Particulars of Senior Management (Executive Director - one level below the Board of Directors) as on 31.03.2025 including the changes therein since the close of previous financial year is given below:

Sl. No.	Name	Designation	Details of change	Effective Date of change
1.	Jayati Ghosh	Executive Director (Process)		
2.	Snigdho Majumdar	Executive Director (Company Management)		
3.	Rajkumar Rathi	Executive Director (Marketing and Business Development)		
4.	Asheesh Sengupta	Executive Director (Supply Chain Management)		
5.	Ram Parkash Batra	Executive Director (Finance and Accounts)		
6.	Anurag Sinha	Executive Director (Structural)		
7.	Alok Singhal	Executive Director (Construction)		
8.	Ayush Mathur	Executive Director (Projects)		
9.	Upendra Kumar Verma	Executive Director (Process)		
10.	N S Vasudev	Executive Director (Projects)		
11.	Mainak Nandi	Executive Director (Engineering)		
12.	E Murugesan	Executive Director (Marketing and Business Development)		
13.	Sreeman Narayana Murthy Dronamraju	Executive Director (Project Management)	Promoted as Executive Director	01-07-2024
14.	Venkata Rama Subramanyam Sripada	Executive Director (Engineering)	Promoted as Executive Director	01-07-2024
15.	KY Malleshwarappa	Executive Director (Construction)	Promoted as Executive Director	01-11-2024
16.	Nalin Kumar	Executive Director (Equipment Division)	Promoted as Executive Director	01-01-2025
17.	Rupesh Kumar Singh	Executive Director (Construction)	Promoted to Director (HR)	20.12.2024
18.	Subhas Balakumar	Executive Director (Projects)	Promoted to Director (Projects)	14.11.2024
19.	Sunil Kumar Saxena	Executive Director	Superannuation	31-01-2025
20.	Dinesh Kumar Kesri	Executive Director	Superannuation	30-06-2024
21.	Atanu Bhowmik	Executive Director	Superannuation	31-12-2024
22.	Rajeev Kumar	Executive Director	Superannuation	31-03-2025
23.	Vijay Shahri	Executive Director	Superannuation	31-10-2024

vii. Human Resource Committee

HR Committee has been constituted to deal with some specific HR issues including revision in HR Policies and Rules. As on March 31, 2025, the HR Committee comprises of Chairman & Managing Director as Chairman, Smt. Karuna Gopal Vartakavi, Shri Deepak Mhaskey, Non-official Independent Directors, Director (Finance), Director (Technical), Director (Projects), Director (Commercial), and Director (HR) as the members of the Committee.

During the year the Committee was reconstituted twice as per following:

Date of Re-constitution	Chairman/Members
8.11.2024	1. Chairman & Managing Director – Chairman 2. Director (Finance) – Member 3. Director (Commercial) - Member 4. Director (Projects) – Member 5. Director (Technical) - Member 6. Director (HR) - Member

Date of Re-constitution	Chairman/Members
28.03.2025	<ol style="list-style-type: none"> 1. Chairman & Managing Director – Chairman 2. Smt. Karuna Gopal Vartakavi, Independent Director - Member 3. Shri Deepak Mhaskey, Independent Director - Member 4. Director (Finance) – Member 5. Director (Commercial) - Member 6. Director (Projects) – Member 7. Director (Technical) – Member 8. Director (HR) - Member

The Committee met three (3) times during the year on 26.06.2024, 08.08.2024 and 28.10.2024. Details of attendance of the Members in these meetings are as under:

Date of Meeting

Sl. No.	Name of the Members	Category	26.06.2024	08.08.2024	28.10.2024
1	Smt. Vartika Shukla	Chairman & Managing Director - Chairman	✓	✓	✓
2	Shri Sanjay Jindal	Director (Finance)	✓	✓	✓
3	Shri Atul Gupta	Director (Commercial)	✓	✓	✓
4	Shri Rajiv Agarwal	Director (Technical)	✓	✓	✓
5	Shri Rajeev Gupta*	Director (Projects)	✓	✓	N.A
6	Smt. Karuna Gopal Vartakavi	Non-official Independent Director	-	✓	✓
7	Shri Jai Prakash Tomar	Non-official Independent Director	✓	✓	✓

* Shri Rajeev Gupta ceased to be Director (Projects) of the Company w.e.f 01.10.2024, due to his retirement on attaining the age of superannuation on 30.09.2024

viii. Share Transfer Committee

The Company has a Share Transfer Committee in place. Presently, the Share Transfer Committee comprises of three Directors viz. Director (Finance), Director (Commercial), and Director (HR). Senior most director is acting as Chairman of the meeting. The Committee met three (3) times during the Financial Year 2024-25.

ix. Committee of Functional Directors

The Board of Directors has constituted the Committee of Functional Directors of the Company to deliberate and decide on the matters as per defined scope of the Committee. The Committee is comprising of all the functional Directors headed by C&MD as Chairman. The Committee met 21 times during the Financial Year 2024-25.

4. Subsidiary Companies

The Company is having one wholly owned subsidiary viz. Certification Engineers International Limited (CEIL). This subsidiary Company does not fall under the category of "Unlisted Material Subsidiary Company" within the meaning of SEBI Listing Regulations and DPE Guidelines on Corporate Governance. The Audit Committee of EIL has reviewed the financial statements and performance of CEIL. The Minutes of the Board Meetings of CEIL have also been placed before the Board Meetings of EIL. The Board of Directors of the Company periodically review the details of all significant transactions and arrangements entered into by CEIL, being unlisted subsidiary Company. The Company has a policy for determining Material Subsidiaries and the same has also been posted on the website of the Company at <https://www.engineersindia.com/Investor/Landing>.

5. General Body Meetings

(i) Annual General Meeting (AGM)

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

AGM	Year	Day, Date & Time	Venue	Whether Special Resolution Passed or not
57 th	2021-22	Tuesday, 27.09.2022, 3.00 P.M.	Virtual Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	No
58 th	2022-23	Friday, 15.09.2023, 11.00 A.M.	(Deemed Venue for Meeting: Registered Office: El Bhawan, 1, Bhikaji Cama Place, New Delhi - 110 066)	No
59 th	2023-24	Wednesday, 11.09.2024, 11.00 A.M.		No

- ii) No Extra-ordinary General Meeting of the members was held during the financial year 2024-25.
- iii) Postal Ballot: The Company has not conducted any business through Postal Ballot during the Financial Year 2024-25.

6. Means of Communication to the shareholders

a) Financial Results

Quarterly and Annual Audited Financial Results are announced within the time prescribed under the SEBI Listing Regulations. The results are published in leading newspapers like Economic Times (all editions), Mint (All editions), Business Standard (All editions), Financial Express (All editions), Hindustan Times (Delhi) & Times of India (Delhi) in English and Nav Bharat Times (Delhi), Hindustan (Delhi) in Hindi. The Financial Results are also hosted on company's website www.engineersindia.com.

b) Investors / Analyst Meet

EIL holds investors / analyst calls after quarterly results announcement, which is accessible to all investors and general public. Prior intimation of conference calls, if any, to discuss financial performance of the Company is given to the stock exchanges and is also hosted on the website of the Company. EIL's Investors Relation Cell also participates in various sell side/broker arranged investor conferences and interacts with investors in one-to-one or group meetings. The Investor Presentation, audio call recordings of the analyst calls and transcript are submitted with the stock exchanges and also uploaded on the Company's website.

c) News Releases

Official Press releases, detail presentations made to analysts, institutional investors, etc. are displayed on the Company's website.

d) Website

The Company's website www.engineersindia.com provides a separate section for investors where relevant information as per Regulation 46 of SEBI Listing Regulations is available.

e) Annual Reports

The Annual Report is available on the Company's website at www.engineersindia.com. In compliance with MCA General Circular No. 09/2024 dated 19.09.2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024, the Notice of the AGM along with Annual Report for Financial Year 2024-25 will be sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and a letter providing the web-link, including the exact path, where complete details of the Annual Report is available will be sent to those shareholder(s) whose email ids are not registered as per amended SEBI Listing Regulations. In case Members desires to have a physical copy of the same, either may write to us or email on company.secretary@eil.co.in including details of Folio No./DP ID and Client ID and holding details in the said communication, to enable the Company to dispatch a copy of the same.

f) Exclusive email id for redressal of investors' complaint

company.secretary@eil.co.in is exclusive email ID for Investors services.

g) SEBI Complaints Redressal System (SCORES)

SEBI Complaint Redressal System (SCORES) is the investor complaint redressal mechanism in the securities market by making the process more efficient through auto-routing, auto escalation, monitoring by the 'Designated Bodies and reduction of timelines.

7. General Shareholders Information

(i) 60th Annual General Meeting

Day & Date	Wednesday, 24 th September, 2025
Time	11:00 A.M. (IST)
Venue	The Company is conducting AGM through VC / OAVM pursuant to the MCA General Circular No. 09/2024 dated 19.09.2024 (referred to as "MCA" Circular). [Deemed Venue for Meeting: Registered Office: El Bhawan, 1, Bhikaji Cama Place, New Delhi-110 066]. For details, please refer to the Notice of this AGM.

(ii) Financial Year

April 1 to March 31 every year.

(iii) Record Date

The Record Date for the purpose of entitlement of Final Dividend for the financial year ended 31st March, 2025 is Friday, 29th August, 2025.

(iv) Dividend

The Board of Directors of the Company have recommended payment of Final Dividend of ₹ 2/- per share (on the face value of ₹ 5/- each) for the Financial Year ended 31st March, 2025 subject to approval of the shareholders in the ensuing AGM. This is in addition to the Interim Dividend of ₹ 2/- per share (on the face value of ₹ 5/- each). With this, the total

dividend for the financial year 2024-25 works out to ₹4 /- per share. Date of Payment of Final Dividend, if approved, will be Wednesday, 8th October, 2025.

v) E-voting dates

The e-voting commences on Saturday, 20th September, 2025 from 9:00 AM (IST) and end on Tuesday, 23rd September, 2025 at 5:00 PM (IST). The cut-off date for the purpose of determining the shareholders eligible for e-voting, is Wednesday, 17th September, 2025.

vi) Listing on Stock Exchanges

The Equity Shares of the Company are listed on two Stock Exchanges in India viz.

- BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
- National Stock Exchange of India Ltd., Exchange Plaza, 5th floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051.

The Company has paid Listing fees for the Financial Year 2024-25 to the above Stock Exchanges. The Company has also made the payment of Annual fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Financial Year 2024-25.

vii) Liquidity

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

viii) Dematerialization/Rematerialization of Shares

Shareholding in Demat Mode as on 31.03.2025

Depository	No. of Shares	Percentage
NSDL	186539385	33.18
CDSL	375267640	66.76
	561807025	99.96

The President of India has held 51.32% of the total shares, all in dematerialized form. Out of the balance 48.68% shares held by others, 48.63% have been held in dematerialized form as on March 31, 2025. The trading in the equity shares of the Company is compulsory in dematerialized segment as per Notification issued by the Securities and Exchange Board of India.

Dematerialized/Rematerialized for the period from 01.04.2024 to 31.03.2025.

	NSDL		CDSL	
	No. of Shares	Percentage	No. of Shares	Percentage
Dematerialized	18042	0.0032	10859	0.0019
Rematerialized	-	-	200	-
Total	18042	0.0032	11059	0.0019

ix) Distribution of Shareholding as on March 31, 2025.

The shareholding in EIL by major categories of Shareholders as at the end of March 31, 2025 is presented hereunder:

a. Shareholding Pattern

S. No.	Category of Shareholders	No. of Shares held	% of Total
1.	PROMOTERS	288458584	51.32
2.	INDIVIDUALS	149966951	26.68
3.	OTHER MUTUAL FUND	43825563	7.80
4.	FOREIGN PORTFOLIO - CORP.	37963497	6.75
5.	INSURANCE COMPANIES	16150486	2.88
6.	DOMESTIC COMPANIES	9715105	1.74
7.	HUF	6255192	1.11
8.	NRI REP	3722643	0.67
9.	NRI NON REP	2304870	0.41
10.	LIMITED LIABILITY PARTNERSHIP (LLP)	1765816	0.31
11.	CLEARING MEMBERS	949501	0.17
12.	ALTERNATIVE INVESTMENT FUND	517197	0.09
13.	INVESTOR EDUCATION AND PROTECTION FUND	218846	0.04
14.	TRUSTS	123944	0.02
15.	CENTRAL GOVERNMENT	81583	0.01
16.	NATIONALISED BANKS	14700	0.00
17.	DIRECTORS RELATIVE	6001	0.00
18.	OTHER BANK	1389	0.00
19.	FOREIGN NATIONAL /ENTITY	400	0.00
20.	FINANCIAL INSTITUTIONS	105	0.00
		562042373	100

b. Distribution Schedule

S. No	Category	No. of Shareholders	% To Total Shareholders	No. of Shares	% of Total Shares
1.	1-500	431389	88.90	47118947	8.38
2.	501-1000	29018	5.98	22436700	3.99
3.	1001-2000	13588	2.80	20129017	3.58
4.	2001-3000	4353	0.90	11062321	1.97
5.	3001-4000	1858	0.38	6663943	1.19
6.	4001-5000	1466	0.30	6882782	1.22
7.	5001-10000	2143	0.44	15464057	2.75
8.	10001 and above	1410	0.29	432284606	76.91
	Total	485225	100.00	562042373	100.00

x) Registrar & Share Transfer Agent (RTA)

M/s Alankit Assignments Limited acting as Registrar and Share Transfer Agent (RTA) for handling all matters relating to the shares of EIL (both physical as well as demat mode). All matters relating to the shares of the Company such as transmission, dematerialization, rematerialisation, dividend, change of address etc. and related correspondence and queries may be addressed to: -

M/s Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension
New Delhi-110055
Tel No.: 011-42541234
Fax No.: 011-42541201
Email: virenders@alankit.com
Website: www.alankit.com

xi) Share Transfer System

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc.

After processing the service request, a letter of confirmation will be issued which shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. In case of failure to make such request, those shares shall be credited in the Suspense Escrow Demat account held by the Company, for which shareholders can submit necessary documents to claim.

In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's RTA, for assistance in this regard.

xii) Norms for furnishing of PAN, KYC, Bank details and Nomination

Shareholders holding shares in physical mode can update their KYC details i.e. (i) PAN (ii) Contact details (address, mobile no. & e-mail ID) (iii) Specimen Signature (iv) Bank details (Bank & Branch name, account no., MICR and IFSC) (v) Choice of Nomination with the RTA/ Company. The relevant forms for registering/updating KYC details are available at <https://engineersindia.com/Investor/Landing> or RTA website.

xiii) Online Dispute Resolution Mechanism (ODR Portal)

A common ODR Portal (<https://smartodr.in/login>) has been established by SEBI to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances through RTA or the Company or SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

The Company has registered itself with ODR portal as prescribed in the circular and the link to Login To 'Smart ODR Portal' is available on the website of the Company at <https://engineersindia.com/Investor/Landing>.

xiv) Demat Suspense Account

Details of unclaimed shares in respect of EIL FPO-2010 and FPO-2013 are furnished below: -

Opening Balance as on 1.4.2024		Shareholders approached for Transfer of shares from Suspense Account during 2024-25		Shareholders to whom shares were transferred from Suspense Account during 2024-25		Closing Balance as on 31.03.2025	
CASES	SHARES	CASES	SHARES	CASES	SHARES	CASES	SHARES
7	1154	0	0	0	0	7	1154

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

xv) Registered & Head Office

Engineers India Bhawan, 1, Bhikaji Cama Place,
New Delhi – 110066
CIN: L74899DL1965GOI004352
Tel: 011-26762012
Email: eilmbd@eil.co.in | Website: www.engineersindia.com

xvi) Regional Offices / Branch Office / Overseas Offices

List of Regional Offices / Branch Office / Overseas Offices are given in back cover of annual report.

xvii) Statutory Auditors

DATTA SINGLA & CO.
Chartered Accountants
409, 4th Floor, Sethi Bhawan
Rajendra Place, Delhi – 110008
Tel. No: +91 (0) 011-43008642

xviii) Address for correspondence

All correspondence relating to the shares of the Company should be sent to the Company's Registrar & Share Transfer Agents as mentioned in Item 7 (x) till further communication from the Company.

8. Other Disclosures:

- a) Related Party Transactions: The Company has a Policy on "Materiality of Related Party Transactions and dealing with Related Party Transactions" in line with {(SEBI (Listing Regulations))}. The same is posted on the website of the Company at <https://engineersindia.com/Investor/Landing>. The Company gives the disclosure regarding the details of all the material transactions with related parties on quarterly basis along with the compliance report on Corporate Governance. As per Regulation 23(9) of SEBI Listing Regulations, the Company is also disclosing Related Party Transactions on consolidated basis on half yearly basis to Stock Exchanges. Further, suitable disclosure as required by the Accounting Standard (Ind AS-24) has been made in the notes to the Financial Statements.
- b) Accounting Treatment: The Financial statements have been prepared in accordance with the Indian Accounting Standards and as per generally accepted accounting principles.
- c) Proceeds from Public Issues, Right Issues and Preferential Issues: The Company has not raised any money through Public Issue, Right Issues or any Preferential Issues during the financial year 2024-25.
- d) Details of transactions between the Company and its subsidiaries, associates, key managerial personnel during the year 2024-25 are given in Note No. 38 to the Annual Accounts for the year ended 31st March, 2025. These transactions do not have any potential conflict with the interests of the Company at large.

- e) There were no penalties or strictures imposed on the Company by any Statutory authorities for non-compliance on any matter related to capital markets, during the last three years except the following:

NSE and BSE has imposed fines as per SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for non-compliance of certain provisions of SEBI Listing Regulations. As the non-compliance was purely beyond the control of the Company, representation was made to stock exchanges for waiver of fines.

Simultaneously, the same was informed to the Board and communicated to the Administrative Ministry for appointment of required number of Independent Directors on the Board of the Company in compliance with SEBI Listing Regulations. Details of fines imposed during FY 2024-25 and status of waiver is given below:

Quarter ended	NSE		Quarter ended	BSE	
	Regulation under Non- Compliances made	Amount of Fine in ₹		Regulation under Non- Compliances made	Amount of Fine in ₹
December, 2024	17 (1), 18 (1), 19, 20, 21 (2)	8,28,360	December, 2024	17 (1), 18 (1), 19, 20, 21 (2)	8,28,360
March, 2025	17(1),17 (2A),18(1), 19 (1&2), 20(2&2A) 21(2)	13,66,440	March, 2025	17(1), 17(2A), 18(1), 19(1&2), 20(2&2A) 21(2)	13,66,440

- f) The Company has in place a Vigil Mechanism/Whistle Blower Policy and no personnel has been denied access to the Audit Committee. The details of the same have also been posted on the website of the Company.
- g) The Company has complied with all mandatory requirements of SEBI Listing Regulations and DPE Guidelines on Corporate Governance for CPSEs except some of the provisions of Corporate Governance in the absence of Independent Director from 8.11.2024 to 31.3.2025 with respect to Independent Directors during the year and Performance Evaluation of Independent Directors as required by Regulation 17 of SEBI Listing Regulations, 2015.
- h) During the last three years, one Presidential Directive was received by the Company on the Review of affordability of CPSE for continued implementation of Pay Revision of
- Board Level and Below Board Level Executives as per DPE guidelines and the same was complied with.
- i) Director(s) are nominated on training programmes and they have also attended various seminars/conferences from time to time.
- j) No Expenditures were debited in the Books of Accounts during the financial year 2024-25 which are not for the purposes of the Business.
- k) No expenses had been incurred which were personal in nature and incurred for the Board of Directors and the top Management.
- l) The administrative and office expenses are of the total expenses in the financial year 2024-25 are 5.71% as against 4.41% during the financial year 2023-24.

- m) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations-N.A.
- n) List of all credit ratings obtained by the Company for mobilization of funds -N. A
- o) The Board of Directors have also confirmed that based on declaration received from Independent Directors that in the opinion of the Board, the Independent Director(s) fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management.
- p) The Company has obtained Directors' and Officers' Liability Insurance Coverage in respect of any legal action that might be initiated against Directors/ Officers of the Company.
- q) CEO/CFO Certification: The CEO and Director (Finance) & CFO have given the certificate to the Board as well as disclosed the required information to the Statutory Auditors and the Audit Committee in terms of SEBI Listing Regulations, 2015 and DPE Guidelines on Corporate Governance for CPSEs. The said certificate is annexed and forms part of the Annual Report.
- r) A compliance certificate from M/s Datta Singla & Co., Statutory Auditors, pursuant to the requirements of Schedule V to the SEBI Listing Regulations regarding compliance of conditions of Corporate Governance is attached.
- s) In the Current Financial Year, there has been no instance where Board has not accepted the recommendation of any Committee which is mandatorily required.
- t) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- (i) Number of complaints filed during the financial year: None
- (ii) Number of complaints disposed of during the financial year: N.A
- (iii) Number of complaints pending as at end of the financial year: N.A
- u) Disclosures regarding commodity price risk or foreign exchange risk and hedging activities are given in Note No.35 of the Notes to the Annual Accounts for the year ended 31st March, 2025.
- v) The Company does not have any material subsidiary as defined in SEBI Listing Regulations.
- w) Disclosure of certain types of agreements binding the company (clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations): There are no agreements impacting management or control of the company or imposing any restriction or create any liability upon the company.
- x) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor is as under:

(₹ in lakhs)

Particulars	2024-25	2023-24
For Audit	23.75	20.50
For Tax Audit	4.15	3.70
Others	17.39	15.54
Total	45.29	39.74

- y) The Company has not adopted any discretionary requirement as specified under Schedule II (Part E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- z) Particulars of Directors seeking appointment / reappointment at the 60th Annual General Meeting have been provided in the Notice of the Annual General Meeting.