

सं.सचिव/No. Secy/906/9/10

5th May, 2025

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 023 Scrip Code-532178	The National Stock Exchange of India Limited Exchange Plaza, 5th Floor Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol-ENGINEERSIN
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**विषय /Subject: संशोधित कोड "कोड ऑफ कंडक्ट फॉर प्रिवेंशन ऑफ इनसाइडर ट्रेडिंग एंड कोड फॉर फेयर डिस्क्लोजर
ऑफ अनपबलीशड प्राइस सेनसिटिव इन्फॉर्मेशन"
Revised code "Code of Conduct for prevention of Insider Trading and Code of
Fair Disclosure of Unpublished Price Sensitive Information"**

प्रिय महोदय/महोदया,
Dear Sir/Madam,

Please find attached herewith copy of revised code of 'Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information' as approved by the Board of Directors in its meeting held on 16.04.2025 in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended till date.

कृपया उपरोक्त आपकी जानकारी एवं रिकॉर्ड के लिए है।
The above is for your kind information & records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,

कर्त इंजीनियर्स इंडिया लिमिटेड
For Engineers India Limited

एस. के. पाढी/ S.K. Padhi
Company Secretary &
Compliance officer/
कंपनी सचिव एवं अनुपालन अधिकारी

संलग्नक: यथोक्त/Encl: As above

**इंजीनियर्स
इंडिया लिमिटेड**
(भारत सरकार का उपक्रम)



**ENGINEERS
INDIA LIMITED**
(A Govt of India Undertaking)

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(As amended and approved by the Board in its 381st Meeting held on 16.04.2025)

- Approved and Adopted on 27.05.2015
- First Revision on 22.03.2019 w.e.f. 01.04.2019 (superseding the earlier code)

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**Engineers India Limited
New Delhi**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND
CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

CHAPTER-I

1. PREAMBLE

- (1) In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, (hereinafter referred to as the 'Regulations') the following "Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the 'Code') is implemented with the approval of Board of Directors of Engineers India Limited for prevention of Insider Trading in the securities of the Company with an aim that Insiders of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.
- (2) To ensure fair disclosure of events and occurrences that could impact price discovery for its securities in the market, the designated persons of EIL shall abide by the principles stated in the "Code of Fair Disclosure of Unpublished Price Sensitive Information" provided at Annexure-A to this Code.
- (3) The Policy for Determination of Legitimate Purposes Provided as required under the Regulations is annexed as Appendix- I to Annexure-A of this Code.
- (4) The said Code was approved by Board of Directors through Circular Resolution dated 22.03.2019 (effective from 01.04.2019) and amended by Board of Directors in its meeting held on 16.04.2025.

2. Definitions

- (1) Unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under: –
 - (a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
 - (b) "**Board**" means the Securities and Exchange Board of India.
 - (c) "**Board of Directors**" means Board of Directors of Engineers India Limited.
 - (d) "**Code**" means Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information as amended from time to time.
 - (e) "**Company**" means Engineers India Limited (EIL).
 - (f) "**Compliance Officer**" for the purpose of these regulations means Company Secretary of the Company. In the absence of Company Secretary, the Board of Directors may authorize any senior officer of the Company to discharge the duties of Compliance Officer under these Regulations.
 - (g) "**Connected Person**" means:
 - (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or

employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- a relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent of the holding or interest; or
- a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (g) is also a partner; or
- a person sharing household or residence with a connected person specified in sub-clause (i) of clause (g).

(h) **“Designated Persons”** means:

- Promoters of the Company;
- Chief Executive Officer;
- All Directors;
- Key Managerial Personnel;
- Designated Employees of the Company;
- Chief Executive Officer, all Directors and Executive Directors of its material subsidiary(s), if any;
- Employees of material subsidiary(s) of the Company, if any, designated on the basis of their functional role or access to unpublished price sensitive information in the Company by their Board of Directors.

Explanation: For the purpose of this clause, “material subsidiary” shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of EIL and its subsidiary(s) in the immediately preceding accounting year.

(i) **“Designated Employees”** means:

- All executives of the Company at the level of Executive Directors;
- All employees in the Secretariat of Functional Directors, Chief Vigilance Officer and their Secretariat;
- HOD & All employees of Information Technology Services (ITS) Department at the level of 18 and above;

- All employees of the following department of the Company:
Finance & Accounts, Corporate Affairs, Marketing & Business Development, Company Secretariat, Investor Relations Cell, Internal Audit, Head Legal;
 - Any other employees of the Company to be notified by the Compliance Officer, from time to time, with the approval of the C&MD of the Company.
- (j) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- (k) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (l) **"Insider"** means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information.
- (m) **"Insider Trading Investigation Committee (ITIC)"** means a committee constituted by C&MD of the Company, as and when required, for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.
- (n) **"Key Managerial Personnel"** means:
- Chairman & Managing Director;
 - All Whole time Directors;
 - Chief Financial Officer (CFO);
 - Company Secretary;
 - Such other officer as may be prescribed under Companies Act, 2013.
- (o) **"Legitimate Purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (p) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (q) **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (r) **"Regulations"** means Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (s) **Relative"** shall mean the following:
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;

(v) spouse of the person listed at sub-clause (iii); and

(vi) spouse of the person listed at sub-clause (iv)

(t) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

(u) **"Specified"** means specified by the Board in writing.

(v) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

(w) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, pledging etc. and "trade" shall be construed accordingly.

(x) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.

(y) **"Unpublished Price Sensitive Information" (UPSI)** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code,2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;

- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Note :

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For the purpose of identification of events/information as Unpublished Price Sensitive Information, the guidelines for materiality referred as specified under Schedule III Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be followed

- (2) Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

CHAPTER-II

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3. Communication or procurement of unpublished price sensitive information

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (4) Notwithstanding anything contained in this Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

- (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- (5) For purposes of sub-clause(4), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause(4), and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
 - (6) The Board of Directors of the Company shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information as prescribed under the Regulations.
 - (7) The Board of Directors of the Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4. Trading when in possession of unpublished price sensitive information

- (1) No insider shall trade in securities of the Company when in possession of unpublished price sensitive information.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of clause 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-clause (4) of clause 3 of this Code.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of clause 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-clause (4) of clause 3 of this code.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - (v) in the case of non-individual insiders: –
 - (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that this Code is not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
 - (vi) the trades were pursuant to a trading plan set up in accordance with clause 5.
- (2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
- (3) Insider shall maintain the confidentiality of all Unpublished Price Sensitive Information. They should not pass such information to any person including other insider.
- (4) Unpublished Price Sensitive Information shall be handled on a "Need to Know" basis i.e. such information shall be shared with any person including the other insider except where such information is required to be passed for legitimate purpose and for performance of duties or discharge of legal obligation as per its "Policy for Determination of Legitimate Purposes" placed as Appendix- I of Annexure -A of this Code.
- (5) Files containing Unpublished Price Sensitive Information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing information should be deleted/destroyed after its use.
- (6) The Company shall adopt a Chinese Wall Policy to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.

5. **Trading Plans**

- (1) An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(2) Such trading plan shall:–

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;
- (iii) set out following parameters for each trade to be executed:
 - (1) either the value of trade to be effected or the number of securities to be traded;
 - (2) nature of the trade;
 - (3) either specific date or time period not exceeding five consecutive trading days;
 - (4) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (1), (2) and (3) shall be mandatorily mentioned for each trade, the parameter in sub-clause (4) shall be optional.
 - (ii) The price limit in sub-clause (4) shall be rounded off to the nearest numeral.
 - (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- (iv) not entail trading in securities for market abuse.
 - (v) Application for Trading Plan shall be given in **Form –I**.

(3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

(4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced, if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under Clause 5(2)(iii), the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in Clause 5(4) or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- (5) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.
- (6) Letter for intimation of approval of Trading Plan is at **Form-II**.
- (7) Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within two trading days of each transaction intimated under the trading plan as per proforma provided in **Form-III**.
- (8) The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock Exchanges as given in **REG-I**.

6. **Trading Window**

- (1) The Trading Window shall be closed when Compliance Officer determines that designated person or a class of designated person are expected to be in possession of Unpublished Price Sensitive Information.
- (2) The trading window shall remain closed in the following events:
 - financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - change in rating(s), other than ESG rating(s);
 - fund raising proposed to be undertaken;
 - agreements, by whatever name called, which may impact the management or control of the company;
 - fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code,2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Provided that, for unpublished price sensitive information not emanating from within the Company, trading window may not be closed. The compliance officer will distinguish and identify between UPSI generated within the organization and that originates from external source, and recommend to C&MD for approval for closure of Trading Window.

- (3) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall at least remain close from the end of every quarter till 48 hours after declaration of financial results.
- (4) The remaining days of a year other than the days when the window is closed shall be called "Valid Trading Window".
- (5) All Designated Persons and their immediate relative shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period as mentioned above and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- (6) The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given in **REG-II**.

- (7) In case of Employee Stock Option Plans (ESOPs), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.
- (8) The trading window restrictions mentioned in clause 6(1) shall not apply in respect of –
- (a) transactions specified in sub-clauses (i) to (iv) and (vi) of the proviso to Clause 4(1) and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
 - (b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offeror transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

7. Pre-clearance of Trades

- (1) When the trading is open, all Designated persons of the Company and/or their immediate relative, who intends to deal in the securities of the Company and where the number of shares intended to be dealt exceeds 5000 shares or shares of market value of more than Rs 5,00,000/-, should pre-clear the transactions as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period in **Form-IV** to the Compliance Officer indicating the estimated number of securities that the Designated person intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf.
- (2) No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- (3) Along with the request for pre-clearance of transaction, an undertaking shall be executed in favour of the Company by such designated person, that he is not in possession of unpublished price sensitive information, incorporating, inter-alia, the following clauses:
- (a) that they do not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
 - (b) that in case designated persons has access to or receives " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) that designated persons have not contravened this Code as notified from time to time.
 - (d) that designated persons have made a full and true disclosure in the matter.
- (4) Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application.

In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

Pre-clearance of the trades to be executed by the Compliance Officer will be approved by the C&MD of the Company and responsibilities with regard to Compliance Officer shall lie on the C&MD mutatis mutandis.

- (5) Letter of intimation of pre-clearance is at **Form-II**.
- (6) Any pre cleared trade not executed by the designated person within 7 trading days of its pre clearance would require fresh clearance for the trades to be executed. Such Designated Person is required to intimate the Compliance Officer regarding execution/ non execution of pre-approved transaction within two trading days as per proforma provided in **Form-III**.
- (7) No contra trade shall be executed by the designated person within the period of six months from the date of execution of the pre-cleared trade.
- (8) The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code.
- (9) In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (10) The Compliance Officer shall maintain a register of pre-clearance of securities by the Designated Person as given in **REG-III**.

CHAPTER-III

DISCLOSURE OF TRADING BY INSIDER

8. General provisions

- (1) The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (2) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter.

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

The disclosures made under this Chapter shall be maintained by the Company, for a minimum period of five year.

9. Disclosures by certain persons

(1) Initial Disclosures

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter as per **Form-B**.

(2) Continual Disclosures

- (a) Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees, or such other value as may be notified by the Board, as per **Form-C**;
- (b) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation- It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified Clause 9(2)(a) above.

(3) Disclosures by other connected persons

The Company may at its discretion require any other connected person to make disclosures of holdings and trading in securities of the Company in the format annexed herewith as per **Form-D** to the Compliance Officer and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

(4) Annual Disclosures

Every designated person is required to give annual disclosure within 30 days from the end of Financial Year and as and when the following information changes, as per **Form-E**:

- immediate relatives
- persons with whom such designated person(s) shares a material financial relationship
- Phone, mobile and cell numbers which are used by them
- the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

10. Maintenance of Structured Digital Database

- (a) The Company shall maintain a structured digital database containing the names of such persons, who have shared the information and such persons or entities as the case may be with whom information is shared under this code, along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available.
- (b) Entries in the Structured Digital Database for events or information originated outside the company shall be made within 2 calendar days from the date of receipt.
- (c) The said digital database shall not be outsourced and shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- (d) All Designated Person need to ensure that details of the persons/entities with whom UPSI is shared, is entered into the Structural Digital Database within 2 calendar days to enable maintenance of the structured database.

11. Institutional Mechanism for Prevention of Insider Trading

The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of unpublished price sensitive information:

- (a) all employees who have access to unpublished price sensitive information are identified as designated persons;
- (b) all unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirement of this code;
- (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by this code;
- (d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- (e) All employees shall be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.;
- (f) Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.

12. Whistle Blower Policy

Any employee may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company www.engineersindia.com.

12A. Retaliation for reporting suspected violations is strictly prohibited under this Code

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism as prescribed under the Regulations will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

13. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

(a) Inquiry for Leakage of UPSI

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer /Company Secretary / C&MD of the Company in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Insider Trading Investigation Committee (ITIC) will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee.

(b) Process for inquiry

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by ITIC. Such Committee may at their discretion, consider involving external investigators for the purpose of the investigation.

The ITIC may ask the concerned insider to remain present for investigation, discussion etc. and for such Committee may ask for personal bank account statement or such other details or documents as it deems fit.

(c) Powers of Insider Trading Investigation Committee

The powers of Insider Trading Investigation Committee for inquiry under this clause are as under:

- To investigate the matter;
- To ask concerned insider for personal presence, examination, cross examination etc.;
- To call for personal information/documents from insider;
- To retain the documents gathered during investigation;
- To report to Audit Committee.

(d) Report to Audit Committee for appropriate action

The ITIC will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman Audit Committee, he will convene meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report decide the suitable action including wage freeze, suspension, recovery, clawback etc.

14. Penalty for Contravention of Insider Trading Code/ SEBI (Prohibition of Insider Trading) Regulations, 2015

(1) Any act by Designated Person who trades in securities of the Company or communicates any UPSI in contravention of this Code may be penalized as per the EIL(Conduct) Rules, 1971 & Discipline, Appeal and certain other condition of Services Rules and may be penalized by the Competent Authority as may deem fit and appropriate action would be taken and shall

be reported to the stock exchange(s) by the Compliance Officer, in such form and manner as may be specified by the Board from time to time.

- (2) In case the trading in securities / communication of UPSI in contravention of this code is done by an outsider i.e. other than a Designated Persons of the Company, then the Compliance Officer shall report to the stock exchange(s), in such form and manner as may be specified by the Board from time to time.
- (3) The action by the Company shall not preclude the SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulation, 2015 as amended.

15. Amendment to the Code

- (1) This Code and any subsequent amendment(s) thereof, shall be carried out with the approval of the Board of Directors and shall be promptly notified to the Stock Exchange where the securities of the Company are listed.
- (2) Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities from time to time.
- (3) In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

16. Details of the Compliance Officer

Any clarification with regard to the Code may be addressed to the Company Secretary at the address given below:

Company Secretary
Engineers India Limited
EI Bhawan, 1, Bhikaji Cama Place
New Delhi-110066
Email – company.secretary@eil.co.in

CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PRELIMINARY

- 1.1 The Board of Directors of Engineers India Limited has formulated the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information hereinafter called as Principles of Fair Disclosure.
- 1.2 It shall come into force w.e.f. 01.04.2019 and the amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

2. OBJECTIVE OF THE PRINCIPLES OF FAIR DISCLOSURE

Fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Adhering to principles of fair disclosures such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings.

3. OVERSEEING AND CO-ORDINATING DISCLOSURE

Compliance Officer shall be responsible for prompt public disclosure of unpublished price sensitive information i.e. to Stock Exchanges that would impact price discovery, so as to ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt action will be taken to ensure such information is generally available. Unpublished Price Sensitive Information shall be shared only for 'Legitimate Purposes' as contained in "Policy for Determination of Legitimate Purposes" as Appendix -I.

4. RESPONDING TO MARKET RUMOURS

Compliance Officer of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges/ regulatory bodies.

5. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

Functional Directors/Head of Finance Department/Investor Relations Officer/Concerned Official(s) only shall disclose any information (which will not be unpublished price sensitive information) relating to the Company's Securities to Institutional Investors & Analysts. All the officials of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

(i) Sharing of non-public information

Functional Directors/Investor Relations Cell shall provide only public information to the analysts/research persons/large investors like institutions. In case, non-public information (which will not be unpublished price sensitive information) is proposed to be provided, the person proposing to do so shall provide information after consulting the concerned Functional Director(s) in advance.

(ii) Recording of discussion

Investor Relations Cell shall ensure official confirmation and documentation of disclosures made by making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as set out in Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015, Appendix - II forms part of Principle for Fair Disclosures.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

This policy is a part of the 'Code of Fair Disclosure of Unpublished Price Sensitive Information.'

A. Prohibition on communicating or procuring UPSI:

All UPSI shall be handled within the organisation on a need-to-know basis and an insider shall not:

- a) communicate, provide, or allow access to any UPSI, relating to a company, to any person including other insiders except to the extent allowed under the regulations;
- b) procure from or cause the communication by any insider of UPSI, relating to a company or securities of the Company except to the extent allowed under the regulations.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, or allowed access to or procured in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

B. Communication or procurement of UPSI for legitimate purpose:

An insider may communicate, provide or allow access to any UPSI or a person may procure from or cause the communication by any insider of UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations only.

For the purpose of this Policy, the legitimate purpose shall include sharing of UPSI in ordinary course of business during performance of duties or discharge of legal obligations by an insider with:

1. Partners
2. Collaborators
3. Banks
4. Lenders
5. Customers
6. Suppliers
7. Merchant Bankers
8. Legal or other advisors,
9. Auditors and Accountancy Firms
10. Law Firms, Analysts and Research Personnel
11. Insolvency Professionals
12. Consultants
13. Such other person as the Board may determine in consultation with the Compliance Officer

C. Conditions for communication or procurement of UPSI by an insider:

The sharing of UPSI by an Insider for the legitimate purpose, performance of duties or discharge of legal obligations shall be subject to following conditions:

1. The UPSI shall be shared in ordinary course of business(es) only.

2. Such sharing of UPSI shall not be carried out to evade or circumvent the prohibitions of the Regulations.
3. Such sharing of UPSI shall be subject to the Compliances stated in Clause D of this Policy.

D. Compliances:

1. Any "Person" in receipt of UPSI pursuant to the "legitimate purpose", shall be considered as an "Insider" for the purpose of the Regulations till the time and event, the UPSI, of which that "Person" is having knowledge or having or cause to have access to, is made public.
2. A Due Notice shall be served to the "Person" identified in (1) above by the Compliance Officer/ such other officer as may be instructed by the Compliance Officer, for the purpose of maintaining confidentiality of the UPSI known to that person, for the purpose of compliance with the Regulations.
3. As an alternative step to (2) above, a Non-Disclosure Agreement (NDA) or such other Agreement/ Memorandum of Understanding of corresponding nature may be entered into by the Company with the "Person" identified in (1) above for the purpose of maintaining confidentiality of the UPSI known to that person, for the purpose of compliance with the Regulations.

E. Duty of officers under the Policy:

1. It shall be the duty of Compliance Officer of the Company to observe the Compliance of this Policy.
2. The Onus of Compliance of this Policy shall also lie on the 'Insider' or the 'Designated Person' who is the root cause for generation of UPSI or who has shared or has abetted in sharing the UPSI to a "Person" referred to in sub-clause (1) of Clause D. 3.

SCHEDULE A

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Handling of all unpublished price sensitive information on a need-to-know basis.

**Engineers India Limited
New Delhi**

FORM-I

APPLICATION FOR TRADING PLAN TO TRADE IN SECURITIES OF EIL

To
The Compliance Officer
Engineers India Limited
E.I. House, I, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, I seek approval for trading plan in Securities of EIL as per the details given below:

Name, Designation & Emp. No.

Pan No.

Department:

Email ID:

Date of Joining/becoming the Insider:

S. No.	No. of Securities held (including that of the immediate relative as on the date of application)	Folio No./ DP ID & Client ID	Nature of Trade for which approval is sought	Number of Securities to be dealt or estimated consideration value
1	2	3	4	5

Price Limit Buy Trade/ Sell Trade (Optional)	Whether proposed transaction under self name or by immediate relative	Name & PAN of the Immediate relative, if the transaction is proposed to be made by Immediate Relative	Specific Date/ Time Period of Trades (not exceeding 5 trading days)*	Previous approval no. and date of trade
6	7	8	9	10

* Trading plan shall not entail commencement of trading earlier than one hundred and twenty calendar days from the public disclosure of the plan and not entail overlap of any period for which another trading plan is already in existence.

Undertaking

In this connection I solemnly confirm and declare that :

- a) I shall adhere to the provision of the CODE & SEBI (Prohibition of Insider trading) Regulations, 2015 and have not contravened the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information as notified by the Company from time to time.

b) I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.

c) I hereby made a full and true disclosure in the matter.

Date.....

Signature.....

Place.....

Name:

Designation:

Empl. No.:

Dept/Div : _

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Signature of the Compliance Officer/Authorised Officer:

**Engineers India Limited
New Delhi**

FORM-II

Letter of intimation of pre-clearance/Trading Plan

Name.....
Employee No.....
Designation.....
Div/Dept.....

Dear Sir,

With reference to your above application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/Pre-clearance. Kindly note that in terms of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, the abovementioned transaction is to be completed within seven trading days of the pre-clearance, in case of pre-clearance. In case of approval of Trading Plan, such plan shall be irrevocable and you have to mandatorily implement the plan as per the timeline mentioned in the application, without being entitled to deviate from it except as provided under Clause 5(4) of the Code.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Further, you are required to file the details of the executed transactions in the attached format within two (2) trading days from the date of transaction/deal. The trading plan, if not implemented (full/partial), due to reasons mentioned in clause 5(4) of the code, shall be informed to the Compliance Officer within two (2) trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

Kindly also note that in terms of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, the Securities shall be held for a minimum holding period as specified under the CODE. In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of Engineers India Limited

Compliance Office/Authorised Officer

Date : _____

Place:

Engineers India Limited
New Delhi

FORM-III

FORMAT FOR DISCLOSURE OF PRE-APPROVED/TRADING PLAN TRANSACTIONS
(To be submitted within two trading days of transaction/Dealing/non-transaction in Securities of the Company)

Date:

To
The Compliance Officer
Engineers India Limited
E.I. House, 1, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

DETAILS OF PRE-APPROVED/TRADING PLAN TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I

have not traded any Securities, (with detailed reasons)

have traded in the _____ Securities (give description) as mentioned below on _____ (insert date)

Name & PAN of holder	First or Joint holder	No. of Securities dealt with	Bought/Sold/Subscribe	DP ID/CLIENT ID	Price (Rs.)

(Broker's Contract Note in supporting documents to be provided)

In connection with the aforesaid transaction(s), I hereby undertake to preserve proof of execution of trade, for a period of 5 (five) years and produce to the Compliance Officer/Stock Exchanges/SEBI, if required. I declare that the above information is correct and that no provisions of the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for minimum holding period as specified under the Code, as applicable

Yours truly,

Date.....

Signature.....

Place.....

Name:
Designation:
Empl. No.:
Dept/Div _____

**Engineers India Limited
New Delhi**

FORM-IV

APPLICATION FOR PRE-CLEARANCE TO TRADE IN SECURITIES OF EIL

To
The Compliance Officer
Engineers India Limited
E.I. House, I, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information. I seek approval for trading in Securities of EIL as per the details given below:

Name, Designation & Emp. No.

Pan No.

Department:

Email ID:

Date of Joining/becoming the Insider:

S. No.	No. of Securities held (including that of the immediate relative as on the date of application)	Folio No./ DP ID & Client ID	Nature of new Transaction for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction under self name or by immediate relative	Name & PAN of the Immediate relative, if the transaction is proposed to be made by Immediate Relative	Proposed Date of Trades (to be executed within 7 trading days)	Previous approval no. and date of trade
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in position and that I shall refrain from Dealing in Securities till the time such information becomes public;

- c) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information as notified by the Company from time to time.
- d) that I shall adhere to the provisions of the CODE.
- e) that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake not to 'transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- h) That I hereby made a full and true disclosure in the matter.

Date.....

Signature.....

Place.....

Name:

Designation:

Empl. No.:

Dept/Div_____

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/Authorised Officer

**Engineers India Limited
New Delhi**

REG-I

Part-A

REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHANGES

S. No.	NAME & PAN OF INSIDER	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION	NATURE OF TRANSACTION	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

NAME & PAN OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION TO INSIDER OF THE APPROVAL/NON APPROVAL BY THE COMPLIANCE OFFICER	REASONS FOR NON APPROVAL IF NOT CLEARED	DATE OF NOTIFICATION TO STOCK EXCHANGE (within 2 trading days)	REMARKS
8	9	10	11	12

Part-B

In case of Execution & Non execution of Trade

Date of Communication to Compliance Officer of Execution/Non-Execution of Trade	No. of Securities Traded	Reasons of Non-Execution	Audit Committee Approval date in case of Non Execution	Date of Communication to Stock Exchange of Audit Committee approval

**Engineers India Limited
New Delhi**

REG-II

REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW

S.NO.	DATE OF NOTIFYING CLOSER OF TRADING WINDOW, IF ANY	START DATE OF CLOSER OF TRADING WINDOW	DATE OF OPENING OF TRADING WINDOW	PURPOSE FOR WHICH TRADING WINDOW CLOSED	REMARKS

**Engineers India Limited
New Delhi**

REG-III

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S.NO.	NAME & PAN OF DESIGNATED PERSONS	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME & PAN OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	DATE OF TRADE (within 7 trading days)	NUMBER OF SECURITIES ACTUALLY TRADED	REMARKS
8	9	10	11	12	13	14

FORM A (DISCONTINUED)

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6 (2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors/mediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (for e.g. Shares, Warrants, Convertible Debenture etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	National value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	National value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, national value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and immediate relative of such persons other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group Immediate relative to/others etc..)	Date of appointment of Director /KMP OR Date of becoming Promoter / member of the promoter group	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures/ Rights entitlement etc.)	No.	
1	2	3	4	5	6

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of Becoming Promoter/appointment of Director/KMP/ member of the promoter group / / member of the promoter group			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP/ member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12
NA	NA	NA	NA	NA	NA

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name :

Signature:

Designation:

Place:

Date:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: Engineers India Limited

ISIN of the company: INE510A01028

Details of change in holding of Securities of every Promoter, member of the promoter group, designated person and director of the listed company and immediate relatives of such persons and other such persons as mentioned in Regulations 6(2)

Name PAN CIN/DIN.& address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group Immediate relative to/others etc..)	Securities held prior to acquisition /disposal		Securities acquired / Disposed				Securities held post acquisition/ disposal		Date of allotment advice /acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisitions / disposal (on market/public /rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg.- Shares Warrants Convertible Debentures / / Rights entitlement etc.)	No. and % of shareholding	Type of security (For eg.- Shares Warrants Convertible Debentures/ Rights entitlement etc..)	No.	Value	Transaction Type (Purchase / sale/ Pledge / Revocation / Invocation / others-please speify)	Type of security (For eg.- Shares Warrants Convertible Debentures / Rights entitlement etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by every Promoter, member of the promoter group, designated person and director of the company and other such persons as mentioned in Regulation 6(2).

Trading derivatives (Specify type of contract, Futures or Options etc.)					Exchange on which the trade was executed	
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: in case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name PAN CIN/DIN.& address with contact nos. of other connected persons as identified by the company	Connectio n with company	Securities held prior to acquisition /disposal		Securities acquired / Disposed				Securities held post acquisition/ disposal		Date of allotment of advice /acquisition of shares/ sale of shares specify		Date of intimatio n to company	Mode of acquisitions / disposal (on market/public /rights/preferentia l offer / off market/ Inter-se transfer, ESOPs etc.)	Exchan ge on which the trade was execute d
		Type of security (For eg.- Shares Warrants Convertible Debentures / Rights Entitlement , etc.)	No. and % of shareh olding	Type of security (For e.g.- Shares Warrant s Conver tible Debentu res / Rights Entitem ent etc.)	No.	Valu e	Transacti on Type (Purchas e / sale/ Pledge / Revocati on / Invocatio n / others- please speify))	Type of security (For eg.-Shares Warrants Convertible Debentures / Rights Entitlement etc.)	No. and % of shareho lding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes / brokerage/ any other charges.

Details of trading in derivatives by other connected persons as identified by the company

Trading derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: in case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

**Engineers India Limited
New Delhi**

FORM E

PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY EVERY DESIGNATED PERSON

To

The Compliance officer
Engineers India Limited
E.I. House, 1, Bhikaji Cama Place
New Delhi-110 066

Dear Sir,

I....., the Promoter, Director, Member of Promoter Group, KMP, Designated Employees, furnish below the details of transaction(s) in the Securities, during the financial year _____ as well as shareholding as on 31st March, _____.

Name, Designation & Emp. No.	PAN	Phone/Mobile No	Department	Date of Joining/becoming the Promoter, Director, KMP, Designated Employees	Name of Educational Institution from which graduation has been done	Name of past employers

I. Details of transaction/shareholding in own name

No. of Securities held as on 01.04._____	Details of Securities purchased during the year _____		Details of Securities sold during the year _____		No. of Securities held as on 31.03._____	Folio No./DPID & Client ID
	No.	Value	No.	Value		

II. Details of transaction/shareholdings of immediate relative/person with whom designated person share material financial relationship.

Name of the Immediate Relative*/person with whom designated person share material financial relationship.	Relationship	PAN of Immediate Relative*/ person with whom designated person share material financial relationship.	Mobile No. of Immediate Relative*/ person with whom designated person share material financial relationship.	No. of Securities held as on 01.04.____		Details of Securities purchased during the year _____		Details of Securities sold during the year _____	No. of Securities held as on 31.03.____	Folio No./ DPID & Client ID
				No.	Value	No.	Value			

I declare that I have complied with the requirement of minimum holding period as specified under the CODE.

(* **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.)

Signature:

Name:

Place:

Date: