

**इंजीनियर्स
इंडिया लिमिटेड**  **ENGINEERS
INDIA LIMITED**
(भारत सरकार का उपक्रम) (A Govt. of India Undertaking)
एक निरवरोध कंपनी A Navratna Company

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

ईमेल/e-mail: company.secretary@eil.co.in, दूरभाष /Phone: 011-26762855/2580

कंपनी सचिवालय/ COMPANY SECRETARIAT

No. Secy/906/9/10

20.11.2020

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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Dear Sir/Madam

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our intimation dated November 12, 2020 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated November 16, 2020 (the "Notice") together with Explanatory Statement, seeking approval of the Members by passing the Special Resolution in respect of buy-back of equity shares of the Company, as set out in the Notice.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Rules") and General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, the Postal Ballot Notice is being sent only by electronic mode to all those Members whose names appear in the Register of Members as on the cut-off date i.e. Tuesday, November 17, 2020 and who have registered their e-mail address with Company (in respect of shares held in physical form) and/or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. In terms of MCA Circulars, Members can vote only through the remote e-voting process.

The Company has made arrangements for providing login credentials, for e-voting for the resolutions proposed in this notice, to those Members who have not yet registered their e-mail addresses as mentioned in the notes to the Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to all its Members. The cut-off date for entitlement of voting is Tuesday, November 17, 2020. The remote e-voting will commence on Saturday, November 21, 2020 (9.00 a.m.) (IST) and shall end on Sunday, December 20, 2020 (5.00 p.m.) (IST). The results of postal ballot will be declared on Monday, December 21, 2020.

The Postal Ballot Notice is available on the Company's website at www.engineersindia.com and also available at www.evotingindia.com.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Engineers India Limited


Narendra Kumar
Compliance Officer

Encl: as above

 ISO 14001 & ISO 45001 Reg. No.: RD918699	 ISO 9001	उत्कृष्टता का आधार - हमारे कर्मों पंजीकृत कार्यालय / Regd. Office - फोन / Phone : +91-11-26762121 (EPABX) CIN : L74899DL1965GOI004352 सर्व शिक्षा अभियान Follow us : f /EngineersIND @EngineersIND in /company/engineers-india-limited	 Website : www.engineersindia.com	 15 YEARS OF CELEBRATING THE MAHATMA	 TUV NORD ISO 9001
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Engineers India Limited
(A Government of India Undertaking)
CIN: L74899DL1965GOI004352
Regd. Office: Engineers India Bhavan, 1, Bhikaji Cama Place, New Delhi - 110066
Tel.: 011-26762121, Fax: 011-26178210, E-mail: company.secretary@eil.co.in
Website: www.engineersindia.com

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF
THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (the “Buy-back Regulations”) including any statutory modification or re-enactment thereof for the time being in force, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) that the Resolution appended below for seeking approval for Buy-back of Equity Shares, is proposed to be passed as a Special Resolution by the Members of Engineers India Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent/voting of the Members on the resolution would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act and the Buy-back Regulations, pertaining to the said Resolution setting out the material facts and the reasons thereof, is also appended. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) as the scrutinizer (the “**Scrutinizer**”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, November 21, 2020 and ends at 5.00 p.m. (IST) on Sunday, December 20, 2020. The Scrutinizer shall after conclusion of the voting through remote e-voting unblock the votes cast through remote e-voting. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Monday, December 21, 2020.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com respectively. Additionally, the results will also be uploaded on the Company's website www.engineersindia.com and on the website of Central Depositories Services (India) Limited (CDSL) (Agency for providing e-voting platform) i.e. www.evotingindia.com.

SPECIAL BUSINESS:

1. APPROVAL FOR BUY-BACK OF EQUITY SHARES

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the **“Companies Act”**) and in accordance with the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the **“Buy-back Regulations”**), the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Delhi & Haryana (the **“ROC”**) and/ or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the **“Board”**, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buy-back by the Company of its fully paid-up equity shares of face value of Rs. 5/- each not exceeding 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) equity shares (representing 11.06% of the total number of equity shares in the fully paid-up share capital of the Company) at a price of Rs. 84/- (Rupees Eighty Four only) per equity share of face value of Rs. 5/- each (**“Buy-back Offer Price”**) payable in cash for an aggregate consideration not exceeding Rs. 586.90 Crore (Rupees Five Hundred Eighty Six Crore and Ninety Lakhs only) (**“Buy-back Offer Size”**) (excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) being 24.998% and 24.462% of the fully paid-up share capital and free reserves as per audited standalone and consolidated financial statements of the Company, respectively, as on March 31, 2020 (the last audited standalone and consolidated financial statements available as on the Board Meeting approving the Buy-back) which is not exceeding 25%

of the aggregate of the fully paid-up share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the “**Tender offer**” route as prescribed under the Buy-back Regulations (hereinafter referred to as the “**Buy-back**”).

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/ 2016/131 dated December 09, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 including statutory modification thereof or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buy-back may be made out of the Company’s free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buy-back Regulations and the Companies Act, the Company may buy-back equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buy-back or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buy-back Regulations.

RESOLVED FURTHER THAT the Buy-back from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorized Representative(s) / Committee (“**Buy-back Committee**”) of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buy-back like record date, entitlement ratio, the timeframe for completion of Buy-back; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buy-back; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates

in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buy-back with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buy-back Committee to buy-back any shares and / or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such buy-back, if so permissible by Law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / Chairman and Managing Director be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors

For **Engineers India Limited**

Suwendu Kumar Padhi
Company Secretary

Place: Delhi

Date: 16.11.2020

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolution is annexed hereto. It also contains all the disclosures as specified in the SEBI (Buy-Back of Securities) Regulations, 2018.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), this

Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

3. Members may note that this Postal Ballot Notice will also be available on the Company's website, www.engineersindia.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of Central Depository Services (India) Limited ("CDSL").
4. The documents referred to in the Notice and the Explanatory Statement are available on the website of the Company www.engineersindia.com to facilitate online inspection until last date of remote e-voting.
5. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Sunday, December 20, 2020.

The details of the process and manner for remote e-voting are explained herein below:

- i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.
- ii. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Tuesday, November 17, 2020 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- iii. The Board of Directors of the Company has appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647), as the Scrutinizer to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins from 9.00 a.m. (IST) on Saturday, November 21, 2020 and ends at 5.00 p.m. (IST) on Sunday, December 20, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, November 17, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders / Members
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Engineers India Ltd.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians –e-voting Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to eilbuyback@alankit.com
2. For Demat shareholders- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to eilbuyback@alankit.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

APPROVAL FOR BUY-BACK OF EQUITY SHARES

The Board of Directors of the Company, at its meeting held on Thursday, November 12, 2020 (“Board Meeting”) has, subject to the approval of the Shareholders of the Company by way of Special Resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved buy-back of not exceeding 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) fully paid-up Equity Shares of face value of Rs. 5/- (Rupee Five) each (“Equity Shares”), on a proportionate basis, through the “Tender Offer” route through Stock Exchange mechanism in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (“Buy-back Regulations”), as amended from time to time, and the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 (“SEBI Circulars”) at a price of Rs. 84/- (Rupees Eighty Four only) per Equity Share payable in cash for an aggregate

consideration not exceeding Rs. 586.90 Crore (Rupees Five Hundred Eighty Six Crore and Ninety Lakhs only) (“Buy-back Offer Size”) excluding transaction costs, applicable taxes and other incidental and related expenses (“Buy-back”). The Buy-back is within 25% of the aggregate of paid-up capital and free reserves of the Company as per audited standalone and consolidated financial statements of the Company as on March 31, 2020 (i.e. the last audited standalone and consolidated financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back). The Offer Size of the Buy-back constitutes 24.998% and 24.462% of the aggregate fully paid-up share capital and free reserves as per audited standalone and consolidated financial statements of the Company as on March 31, 2020, respectively, which is within the prescribed limit of 25% and represents 11.06% of the total issued and paid-up equity share capital of the Company.

Since the Buy-back is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buy-back, by way of a Special Resolution. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the Resolution provided in this Notice

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on Thursday, the November 12, 2020 has approved the proposal of recommending buy-back of equity shares as contained in the Resolution in the Notice. As per the relevant provisions of the Companies Act, 2013 (hereinafter “**Companies Act**”) and other applicable provisions of Companies Act and Buy-back Regulations, the Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution on the Buy-back of the Company’s equity shares.

Requisite details relating to the Buy-back are given below:

a. Necessity for the Buy-back

Buy-back is the acquisition by a company of its own shares. Buy-back is an efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- i. The Buy-back will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;

- iii. The Buy-back would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- iv. The Buy-back gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back offer, without additional investment.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buy-back not exceeding 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) full paid up Equity Shares representing 11.06% of the total paid-up equity capital of the Company at a price of Rs. 84/- (Rupees Eighty Four only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding Rs. 586.90 Crore (Rupees Five Hundred Eighty Six Crore and Ninety Lakhs only) excluding filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses, taxes inter alia including buy-back taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses, which represents 24.998% and 24.462% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively for the financial year ended March 31, 2020.

b. Method to be adopted for the Buy-back

The Buy-back shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations. The Buy-back will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buy-back Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buy-back.

In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buy-back.

The equity shares to be bought back as a part of the buy-back is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined under the Buy-back Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on stock exchanges (having highest trading volume of EIL's share) as on Record Date, of not more than Rs. 2,00,000 (Rupees Two Lakhs).

In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buy-back or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

Shareholders' participation in Buy-back will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buy-back by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/ 2016/131 dated December 09, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 including statutory modification thereof or such other mechanism as may be applicable.

Detailed instructions for participation in the Buy-back (tender of equity shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

c) Maximum amount required under the Buy-back, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buy-back would be financed

The maximum amount required under the Buy-back will be not exceeding Rs. 586.90 Crore (Rupees Five Hundred Eighty Six Crore and Ninety Lakhs only) (excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) being 24.998% and 24.462% of fully paid-up share capital and free reserves of audited standalone and consolidated financial

statements of the Company, respectively, as on March 31, 2020 (the last audited standalone and consolidated financial statements available as on the Board Meeting approving the Buy-back) which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2020. The Buy-back would be financed out of free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up capital and free reserves after the Buy-back.

d) Maximum Buy-back Price and the basis of arriving at the Buy-back Price

The equity shares of the Company are proposed to be bought back at a price of Rs. 84/- (Rupees Eighty Four only) per equity share (the “**Buy-back Offer Price**”). The Buy-back Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buy-back on the key financial ratios of the Company. The Buy-back Offer price of Rs. 84/- (Rupees Eighty Four only) per Equity Share represents (i) a premium of 20.45% on BSE and 19.60% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 26 weeks preceding the Board Meeting date; (ii) a premium of 22.95% on BSE and 23.96% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 2 weeks preceding the Board Meeting date; (iii) a premium of 25.19% on BSE and 25.28% on NSE over the closing price of the Equity Shares on BSE & NSE, respectively as on the date of intimation to BSE & NSE for the Board Meeting to consider the proposal of the Buyback i.e. November 9, 2020.

e) Number of shares that the Company proposes to buy-back and the time limit for completing the Buy-back

The Company proposes to Buy-back not exceeding 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) Equity Shares of face value of Rs.5/-each of the Company (representing 11.06% of the total number of Equity Shares in the fully paid-up share capital of the Company). The Buy-back is proposed to be completed within 12 months of the date of Special Resolution approving the Buy-back.

f) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2020 are Rs.2,347.76 crore and Rs.2,399.26 crore as per the audited standalone and consolidated financial statements of the Company, respectively. Under the provisions of the Companies Act, the funds deployed for the Buy-back cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the

Company as per the audited standalone and consolidated financial statements as at March 31, 2020. The maximum amount proposed to be utilized for the Buy-back, is not exceeding Rs.586.90 crore (excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) and is therefore within the limit of 25% of aggregate of fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2020 (the last audited standalone and consolidated financial statements available as on the date of Board meeting recommending the proposal of the Buy-back).

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) Equity Shares. Since the Company proposes to Buy-back upto 6,98,69,047 (Six Crore Ninety Eight Lakhs Sixty Nine Thousand and Forty Seven) Equity Shares, the same is within the aforesaid 25% limit.

g) The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, as on the date of this Notice:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India acting through Ministry of Petroleum and Natural Gas, Government of India	32,54,04,724	32,54,04,724	51.50

Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on Monday, November 16, 2020:

S. No.	Name	Designation	No. of Equity Shares held	Percentage of issued Equity Share capital
1	Shri Jagdish Chander Nakra	Chairman & Managing Director	8534	Negligible
2	Shri B. N. Reddy	Director (Government Nominee)	Nil	N.A
3	Shri Sunil Kumar	Director	Nil	N.A

		(Government Nominee)		
4	Shri M. Arulmurugan	Non-official Independent Director	Nil	N.A
5	Shri Rakesh Kumar Sabharwal	Director (Commercial)	7400	Negligible
6	Shri Sunil Bhatia	Director (Finance)	Nil	N.A
7	Shri Sanjeev Kumar Handa	Director (Projects)	2134	Negligible
8	Shri Ashok Kumar Kalra	Director (HR)	2934	Negligible
9	Smt. Vartika Shukla	Director (Technical)	1400	Negligible
10	Shri S.K.Padhi	Company Secretary	Nil	N.A

- h) No shares or other specified securities in the Company were either purchased or sold by persons mentioned in clause (g) during a period of six months preceding the date of the board meeting at which the Buy-back was approved and from that date till the date of notice of Postal Ballot for Buy-back.
- (i) The President of India acting through Ministry of Petroleum & Natural Gas, Government of India, vide their letter dated November 16, 2020 intends to participate in the Buy-back and tender up to such extent that the minimum shareholding of the Promoter post Buy-back remains at least 51.00% of the post Buy-back equity share capital of the Company in compliance with the Buy-back Regulations.

Since the entire shareholding of the Promoter is in the demat mode, the details of acquisition/sale of entire Equity Shares that the Promoter has acquired/sold till date are set-out below:

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (Rs.)	Nature of Transaction/Consideration
March 15, 1965	51	5,100	Initial subscription
March 31, 1966	2,040	204,000	Preferential allotment
September 23, 1966	1,785	178,500	Preferential allotment
November 23, 1966	458	45,800	Preferential allotment
March 31, 1967	8,416	841,600	Preferential allotment
June 14, 1967	12,250	-	Transfer of 6,000 equity shares from Bechtel International Corporation and 6,250 equity shares from Mr. Ralph Morrison Dorman
September 24, 1980	25,000	-	Bonus Issue in the ratio of 1:1
September 17, 1986	50,000	-	Bonus Issue in the ratio of 1:1
March 18, 1992	100,000	-	Bonus Issue in the ratio of 1:1
October 7, 1994	1,600,000	-	Bonus issue in the ratio 8:1

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (Rs.)	Nature of Transaction/Consideration
October 7, 1994	18,000,000	-	The face value of the equity shares of Rs.100 each was split to face value of Rs.10 each
October 30, 1996	(50,000)	30,890,000	Disinvestment to CRB Mutual Fund
	(41,548)	22,708,059	Disinvestment to General Insurance Corporation of India
	(2,500)	1,937,500	Disinvestment to Goldcrest Finance India Limited
	(275,000)	155,875,500	Disinvestment to Gujarat lease Financing Limited
	(18,000)	10,099,980	Disinvestment to ICICI Trust Limited
	(4,152)	2,221,320	Disinvestment to Indian Bank Mutual Fund
	(1,000)	575,000	Disinvestment to Indian Overseas Bank
	(400,000)	227,900,000	Disinvestment to Life Insurance Corporation of India
	(16,400)	9,950,044	Disinvestment to National Insurance Corporation of India
	(10,000)	5,510,000	Disinvestment to Punjab National Bank
	(216,000)	139,723,920	Disinvestment to Stock Holding Corporation of India
	(38,500)	20,980,190	Disinvestment to New India Assurance Company Limited
(5,000)	2,750,000	Disinvestment to United India Insurance Company Limited	
December 28, 1999	33,843,800	-	Bonus issue in the ratio 2:1
May 7, 2010	101,531,400	-	The face value of the equity shares of Rs.10 each was split to face value of Rs. 5 each
May 8, 2010	203,062,800	-	Bonus issue in the ratio 2:1
August10, 2010	(33,693,660)	9,596,543,671	Transfer in the further public offer.
February 22, 2014	(33,693,660)	4,973,210,814	Transfer in the further public offer.
March 27, 2014	(3,479,581)	622,136,324.34	Transfer in CPSE ETF.
April 10,2015	(8,388)	-	Transfer in CPSE ETF.
January 29, 2016	(33,693,660)	6,424,728,424.49*	Transfer in OFS through Stock Exchange.
October 7, 2016	(1,675,326)	313,771,806.54	Transfer in OFS-Employees.
January 3, 2017	198,349,925	-	Bonus issue in the ratio 1:1
January 25, 2017	(9,015,823)	1,286,953,135.67	Transfer in CPSE ETF.

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (Rs.)	Nature of Transaction/Consideration
March 22, 2017	(3,459,433)	510,812,124.96	Transfer in CPSE ETF
August 14, 2017	(41,946,454)	6,585,593,278	Tendered in Buyback
November 11, 2017	(13,588,409)	24,29,433,145	Transfer in CPSE ETF
February 18, 2019	(125,738)	13,298,491	Transfer in CPSE ETF
October 10, 2019	(3,159,269)	336,297,235	Transfer in CPSE ETF
Total	325,404,724		

*Net of stock exchange transaction charges and all applicable taxes.

(j) Confirmations from Company as per the provisions of Buy-back Regulations and Companies Act

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buy-back;
- ii. The Company shall not raise further capital for a period of one year from the closure of the Buy-back offer, except in discharge of subsisting obligations.
- iii. The Company shall not withdraw the Buy-back after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buy-back is made;
- iv. The Company shall not buy-back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buy-back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- vi. The ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up capital and free reserves after buy-back shall be less than or equal to 2:1, based on both standalone and consolidated financial statements of the company.
- vii. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buy-back Regulations;
- viii. The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act; and
- ix. The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

k) The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) Immediately following the date of this Board meeting and the date on which the results of the Postal Ballot through e-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
 - b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot through e-voting will be declared approving the Buy-back, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of this Board meeting and the date on which the results of the Postal Ballot through e-voting will be declared; and
 - c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 2013 or Companies Act, 1956 (to the extent applicable) or the insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).
- 1) **Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:**

Quote

The text of the Report dated 12.11.2020 received from M/s. N.K. Bhargava & Company, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Auditors' Report on buy back of shares pursuant to the requirement of the Companies Act, 2013, as amended (the "Act") and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy -Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations")

To,
The Board of Directors,
Engineers India Limited
Engineers India Bhavan,
1 Bhikaji Cama Place,
New Delhi –110066

1. This Report is issued in accordance with the terms of our engagement dated 12th November, 2020.
2. We have been engaged by Engineers India Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in

connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the Buyback Regulations.

3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on March 31, 2020 (the "Statement") pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company ("Board of Directors") (subject to the approval of shareholders) at their meeting held on 12th November, 2020, in accordance with the provisions of sections 68, 69 and 70 of the Act and the Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2020. We have initialed the Statement for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the statement in accordance with Section 68(2) of the Act and in compliance of the Buyback Regulations determining the amount permissible to be paid for the buy-back is the responsibility of the Board of Directors of the Company, including preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":
 - (i) Whether the amount of capital payment for the buy-back as stated in Annexure A has been determined considering the audited standalone and consolidated financial statements for the year ended March 31, 2020 and is within the permissible limit and computed in accordance with the provisions of Section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations;

- (ii) Whether the Board of Directors in their meeting held on 12th November, 2020 have formed their opinion, as specified in Clause (x) of Schedule I to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the board meeting; and
 - (iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
6. The standalone and consolidated financial statements for the year ended March 31, 2020 have been audited by us on which we issued an unmodified audit opinion vide our report dated 25th June, 2020. Our audits of these financial statements were conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (“Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement:

- i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020;
- ii) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on 12th November, 2020, which is subject to approval of the shareholder of the Company ;
- iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations;

- iv) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back;
- v) Examined that all shares for buy-back are fully paid-up;
- vi) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2020 and the limited review standalone and consolidated financial results for the half year ended September 30, 2020;
- vii) Examined resolutions passed in the meetings of the Board of Directors;
- viii) Examined Director's declarations for the purpose of buy back and solvency of the Company;
- ix) Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information and explanations given to us, in our opinion,

- (i) the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act; and
- (ii) the Board of Directors, in their meeting held on 12th November, 2020, have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of board meeting and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. The report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (a) in the explanatory statement of the postal ballot notice to be circulated to the shareholders of the Company, (b) in the public announcement to be made by the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required under the Regulations, the National Securities Depository Limited, the Central Depository Securities (India) Limited and (d) providing to the parties including manager to the offer in connection with buyback and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For N. K. Bhargava & Co.
Chartered Accountants
FRN No. 000429N

SD/-

N. K. Bhargava

Partner

M. No. 080624

UDIN: 20080624AAAAGN6570

Place – New Delhi

Date – 12-11-2020

ANNEXURE A

Statement of permissible capital payment

The amount of permissible capital payment towards buy-back of equity shares (including premium) in question as ascertained below in our view has been properly determined in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4(i) of Buyback Regulations:

Particulars	Amount (Rs. in Lakhs) As on March 31, 2020	
	Standalone	Consolidated
Issued, subscribed and fully paid up equity shares:		
631,911,420 Equity Shares of Rs. 5/- each, fully paid up	* 31,595.58	* 31,595.58
Total- A	31,595.58	31,595.58
Free Reserves		
General reserve	1,87,093.87	1,93,715.13
Retained Earnings	16,087.14	14,616.27
Total- B	2,03,181.01	2,08,331.40
Total C= A+B	2,34,776.59	2,39,926.98
Maximum amount permissible for the Buy-back i.e. 25% of the aggregate fully paid-up equity share capital and free reserves	58,694.15	59,981.75
Amount proposed by the Board of Directors for buy-back in the meeting held on 12th November, 2020	58,690.00	

* The amount includes Rs. 0.01 Lakh on account of forfeited shares.

Unquote

For any clarifications related to the Buy-back process, members holding equity shares of the Company may contact Shri Suvendu Kumar Padhi, Company Secretary, Tel: 011-26762855; Email: company.secretary@eil.co.in.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, the Auditors Report dated November 12, 2020 and the audited accounts of the Company for the financial year ended March 31, 2020 are available for inspection by the members of the Company at its Registered Office on any working day between 10 am to 5 pm up to the last date of e-voting through Postal Ballot.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For **Engineers India Limited**

Suvendu Kumar Padhi
Company Secretary

Place: Delhi
Date: 16.11.2020