

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाऊस/Engineers India House
1, भीकाएजी कामा प्लेस/Bhikaiji Cama Place, नई दिल्ली/New Delhi – 110066

सीआईएन/CIN : L74899DL1965GOI004352

COMPANY SECRETARIAT

कम्पनी सचिवालय

सं.सचिव/No. Secy/906/10

18.12.2015

The National Stock Exchange of India Limited
(Listing Department)
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East)
Mumbai-400051

विषय: संशोधित कोड- प्रीवेनशन ऑफ इनसाइडर ट्रेडिंग की

Sub: Revised code- Prevention of Insider Trading

प्रिय महोदय/महोदया,

Dear Sir/Madam,

Please find enclosed herewith revised Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons.

उपरोक्त कृपया आपकी जानकारी एवं रिकॉर्ड के लिए है।

The above is for your information and records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



राजन कपूर/Rajan Kapur

कंपनी सचिव/Company Secretary

Encl: As above / संलग्नक: यथोक्त

**CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND
CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS EMPLOYEES AND OTHER CONNECTED
PERSONS**

CHAPTER - I

A. PREAMBLE

- (1) In terms of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015 as amended from time to time, (hereinafter referred to as the 'Regulations') the following "Code of practice and procedure for fair disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its employees and other connected persons" (hereinafter referred to as the 'Code') is implemented 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of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.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) The said code shall supersede the earlier Code in all respects and shall come into force w.e.f. 15.05.2015.
- (3) 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Persons of EIL shall abide by the principles stated in the "Code of practices and procedure for fair disclosure of unpublished price sensitive information" provided at Appendix - I.

B. 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) as amended from time to time;
- (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 practice and procedure for fair disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its employees and other connected persons as amended from time to time
- (e) "Company" means Engineers India Limited (EIL).
- (f) "Compliance officer" for the purpose of these regulations means the Company Secretary of the Company. In the absence of the Company Secretary, the Board of Directors may authorise any 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 during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity 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 between himself and the company whether

temporary or permanent, that allows such 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, -

- an immediate 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

(h) "Designated Person" means :-

- Designate Employees of the Company
- Connected Persons as defined in this code

(i) "Designated Employees" means:

- All Directors
- All executives of the Company of the level of General Manager & above upto Executive Directors;
- All employees of the Secretariats of all Directors of the Company and Executives in C&MD Secretariat.
- All HoDs
- Chief Vigilance Officer and their Secretariat.
- All employees of the following departments of the Company:
- Finance & Accounts, Corporate Affairs, Corporate Communication and Corporate Planning, Marketing, Company Secretariat, Business Development/Strategy Group, Investor Relations Cell and Internal Audit.
- Any other employee 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;

(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) "Key Managerial Personnel" means:-

- Chairman & Managing Director
- Chief Financial Officer (CFO)
- All Whole time Directors
- Company Secretary
- Such other officer as may be prescribed under Companies Act, 2013

(n) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

(o) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

(p) "Specified" means specified by the Board in writing;

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

(r) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(s) "Trading day" means a day on which the recognized stock exchanges are open for trading;

(t) "Trading window" means a trading period in which Company's securities can be traded.

(u) "Unpublished Price Sensitive Information" means any information, relating to a 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, delistings, disposals and expansion of business
- and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement.
- any other information which may affect the price of securities.

(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

A. 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 or proposed to be 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 or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(3) Notwithstanding anything contained in this regulation, 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 the proposed transaction 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 the proposed transaction 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.

(4) For purposes of point no. (3) above, 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-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

B. Trading when in possession of unpublished price sensitive information.

(1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange 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 promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

(ii) 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 these regulations are 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;

(iii) the trades were pursuant to a trading plan set up in accordance with regulation 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 the 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 purposes and for performance of duties or discharge of legal obligation.

(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 confidential 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.

C. 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 six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

(vii) 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.

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

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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

(5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

(6) Letter of 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 as given in REG-I.

D. 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 in general:-

- Declaration of financial results (quarterly, half-yearly and annually)
- Recommendation/Declaration of Dividend
- Issue of securities by way of public/rights/bonus/FPO etc.
- Any major expansion plans
- Amalgamation, mergers, acquisitions, takeovers and buy back of shares.
- Disposal of whole or substantially the whole of the Company.
- Merger, de-merger, restructuring, scheme of arrangement.
- Consolidation/splitting of face value of shares
- Voluntary de-listing of shares by the Company
- Forfeiture of shares
- ADR/GDR or any other class of securities to be issued abroad.
- Cancellation of dividend/right/bonus etc.

(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.

(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 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 these regulations. Should a contra trade be

executed, 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.

- (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 the 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.

E. PRE-CLEARANCE OF TRADES

- (1) When the trading is open, all Designated persons of the Company who intend to deal, on their behalf and / or on behalf of their dependent family members, in the securities of the Company and where the number of shares intended to be dealt exceeds 2000 shares or shares of market value of more than ₹ 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 un-published price sensitive information even if the trading window is not closed.
- (3) 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.
- (4) Letter of intimation of pre clearance is at Form II.
- (5) 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 "Price Sensitive Information" up to the time of signing the undertaking.
 - (b) That in case designated persons has access to or receives "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 the code of conduct for prevention of insider trading as notified from time to time.
 - (d) That designated persons have made a full and true disclosure in the matter.
- (6) 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.
- (7) No contra trade shall be executed by the designated person within the period of six months from 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 these regulations.
- (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 SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- (10) The Compliance Officer shall maintain a register of pre-clearance of securities by the Designated Person as given in REG-III.

CHAPTER – III

DISCLOSURES OF TRADING

A. 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 made under this Chapter shall be maintained by the company, for a minimum period of five years, in such form as may be specified.
- (3) The Compliance Officer shall submit yearly report to the Chairman of the Board about the disclosure received.
- (4) The Compliance Officer shall maintain the Registers of disclosure in REG-IV.

B. Disclosures by certain persons.

(1) Initial Disclosures.

- (a). Every promoter, key managerial personnel and director shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect as per Form - A;
- (b). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter 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, employee and director of every 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 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 in clause (a) of sub-regulation (2).

C. Disclosures by other connected persons.

All connected person of the company who intend to deal in securities acquired or disposed of, whether one transaction or in series of transaction over any calendar quarter and the value of such transactions is in excess of Rs 10 lakhs shall make disclosure in the format annexed herewith as per Form – D to the Compliance Officer.

D. Annual Disclosures

Every Promoter, Designated Employee, Key Managerial Personnel and Director of the Company be required to give annual disclosure within 30 days from the end of Financial year in the prescribed Form E.

CHAPTER – IV

PENALTY & RESTRICTION

1. Any Designated person who trades in securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized by the Board of Directors as they may deem fit and appropriate action would be taken.
2. Designated persons of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension for future participation in employee stock option plan etc.

3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015.

CHAPTER – V

AMENDMENT TO THE CODE

1. This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board 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.

CHAPTER - VI

AVAILABILITY OF THE CODE AND SEBI REGULATIONS

The internal Code of Conduct and the SEBI Regulations are available online on the following:-

1. Code of Conduct

- (i) On EIL's website i.e. www.engineersindia.com
- (ii) On EIL's intranet which is accessible only by EIL Employees.
- (iii) Hard copy is available at the office of Company Secretary.

2. SEBI Regulations including any amendments are available at www.sebi.gov.in

Disclaimer

THIS CODE IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. ALL CONCERNED TO WHOM THIS CODE APPLIES ARE REQUIRED TO FAMILIARISE THEMSELVES WITH THIS CODE AND THE SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF CONCERNED PERSONS AND THEIR RELATIVES TO ENSURE COMPLIANCE OF THIS CODE AND SEBI REGULATIONS.

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 unpublished price sensitive information to avoid selective disclosure.
3. 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. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. 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, 1, Bhikaaji 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 Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons. I seek approval for trading plan in Securities of EIL (give description) 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 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 of the Immediate relative, if the transaction is made by Immediate Relatives	Proposed Date of Trades/ Date of allotment	Previous approval no. and date of purchase/ allotment
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

- that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

- c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.
- d) that I have not contravened the Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons as notified by the Company from time to time.
- e) that I shall adhere to the provisions of the CODE.
- 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 made a full and true disclosure in the matter.
- h) Pre-clearance may kindly be accorded in terms of provisions of the CODE.

Date.....

Place.....

Signature:.....
Name & Designation:.....

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

FORM-II

Letter of intimation of pre-clearance/Trading Plan

Name.....
Employee No.....
Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorised/not authorised 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 Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons, the above mentioned transaction is to be completed within i.e. 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, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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.

Kindly also note that in terms of the Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons, 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 Officer/Authorised Officer

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 in Securities of the Company)

Date:

To
The Compliance officer
Engineers India Limited
E.I. House, 1, Bhikaiji 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, (in case of pre-clearance only)
- have traded to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name of holder	First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT (electronic form) Folio no. for physical where the Sec. will be debited or credited	ID or	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons 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.

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

- Strike out whichever is not applicable.

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, 1, Bhikaiji 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 Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons, I seek approval for trading in Securities of EIL (give description) as per the details given below:

Name, Designation & Emp. No.:

PAN No:

Department:

Email ID :

Date of Joining/ becoming the Designated Person:

S.NO.	No. of Securities held (including That of 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 of the Immediate relative, If the transaction is made by Immediate Relatives	Proposed Date of Trades/ Date of allotment	Previous approval no. and date of purchase/ allotment
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

- that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- 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 any change in my position and that I shall refrain from Dealing in Securities till the time such information becomes public;
- that I have not contravened the Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information

and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons 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 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.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Practice and Procedure for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons.

Date.....
Place.....

Signature:.....
Name & Designation:.....

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

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

S. No	NAME	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

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE APPROVAL BY THE COMPLIANCE OFFICER	REASONS FOR NON APPROVAL, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED	DATE OF NOTIFICATION TO STOCK EXCHANGES	REMARKS
8	9	10	11	12	13	14

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. N o	NAME	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 CONSIDERATI ON VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTI ONIS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATI ON OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANC E, IF NOT CLEARED	DATE OF PLACEME NT BEFORE COMMITTE E	NUMBER OF SECURITI ES ACTUALL Y TRADED	REMAR KS
8	9	10	11	12	13	14

Engineers India Limited
New Delhi

REG-IV

REGISTER OF DISCLOSURE OF SHAREHOLDING BY PROMOTER, DIRECTOR, DESIGNATED EMPLOYEES OR ANY OTHER PERSON

Name, Designation & Emp. No.:

Department:

PAN No:

Date of Joining/ becoming the Promoter, Director, Designated Employees or any other person:

INITIAL DISCLOSURE					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF ACQUISITION	CONSIDERATION VALUE	NAME OF IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE	THE NAME OF IMMEDIATE RELATIVE
1	2	3	4	5	6

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF TRANSACTION	NATURE OF TRANSACTION (PURCHASE OR SALE)	CONSIDERATION VALUE	NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE
7	8	9	10	11	12

YEAR END DISCLOSURE				REMARKS
DATE RECEIPT OF INFORMATION	OF NUMBER SECURITIES	OF AGGREGATE VALUE	NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE	
13	14	15	16	17

FORM A

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: _____

ISIN of the company: _____

Details of Securities held by Promoter, 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/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures 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, 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)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional 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: _____

ISIN of the company: _____

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

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

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 on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and 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			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C

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

Name of the company: _____
 ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP / Director / Immediate relative to/other s 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 acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Value	Transaction Type (Buy/Sale/Pledge/ Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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 Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in 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)	
15	16	17	18	19	20	21

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

Details of trading in securities by company													
Name, PAN, CIN/DIN, company & address with contact nos. of other connected persons as identified by the company	Connection with company	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 acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer. ESOPs etc.)	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Value	Transaction Type (Buy/Sale/Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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 by other connected persons as identified by the company

Trading in 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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

Engineers India Limited
New Delhi

FORM E

PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY THE PROMOTER, DIRECTOR, KMP AND DESIGNATED EMPLOYEES OR ANY OTHER PERSON

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

Dear Sir,
I, the Promoter, Director, Designated Employees, KMP or any other person furnish below the details of transaction(s) in the Securities, during the financial yearas well as shareholding as on 31st March.....

Name, Designation & Emp. No.:

Department:

Date of joining/ becoming the Promoter, Director, Designated Employees or any other person:

I. Details of transaction/shareholding in own name

No. of Securities held as on 01.04.20	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities Held as on 31.03.20	Folio No./ DPID & Client ID
	No	Value	No	Value		

II. Details of transaction/shareholdings of immediate relative

Name of the Immediate Relative	Relationship	No. of Securities held as on 01.04.20	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities Held as on 31.03.20	Folio No./ DPID& Client ID
			No	Value	No	Value		

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

Signature

Date:

Place: