

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

सं.सचिव/No. Secy/906/9/10

04.06.2021

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 023 Scrip Code-532178	The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol-ENGINEERSIN
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विषय: वार्षिक सचिवीय अनुपालन रिपोर्ट

Sub.: Annual Secretarial Compliance Report

प्रिय महोदय/महोदया,
Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31st March, 2021 issued by M/s Agarwal S. & Associate, Company Secretaries.

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

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



नरेंद्र कुमार/ Narendra Kumar
अनुपालन अधिकारी/Compliance Officer

संलग्नक: यथोक्त/Encl: As above



**SECRETARIAL COMPLIANCE REPORT
OF
ENGINEERS INDIA LIMITED**

For the year ended 31st March, 2021

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Engineers India Limited** ("the listed entity/EIL"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not consist of a woman Director from 01.04.2020 to 31.07.2020 and Independent Women Director from 01.04.2020 to 31.03.2021. The number of Non-executive Directors on the Board is less than fifty percent during the period from 01.04.2020 to 31.03.2021.	The Board of Directors shall comprise of at least one Woman Director and Independent woman director and fifty percent of the board of directors shall comprise of non-executive directors during the period from 01 st April, 2020 to 31 st March, 2021. As informed by the management, the listed entity is a Public Sector Undertaking and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.
2.	Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The number of Independent Directors on the Board is less than fifty percent.	The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Members during the period from 01 st April, 2020 to 31 st March, 2021. At present, the Board of Company comprises of 8 Directors, which includes 5 whole time Directors, 2 Part Time Government Nominee Directors and 1 Non-Official Part Time Independent Directors. As informed by the management, EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the

			Government of India. Since Government of India is appointing authority for Directors, the Company has requested to fill up the position at the earliest.
3.	Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The performance evaluation of independent directors has not been done by the entire Board of Directors.	The entire Board of Directors shall carry out the performance evaluation of Independent Directors. As informed by the management, EIL is a Public Sector Undertaking and the appointment and performance evaluation of Directors is carried out by the Administrative Ministry i.e. Ministry of Petroleum and Natural Gas (MoP&NG) as per laid down evaluation methodology.
4.	Regulation 18 and 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.	The Composition of following Committees was not complying with the statutory requirements during the period from 09.09.2020 to 31.03.2021. : (a) Audit Committee (b) Nomination and Remuneration Committee	Due to absence of requisite number of independent directors in the Company, the composition of Audit Committee and Nomination and Remuneration Committee were not complying with the statutory requirements during the period from 09.09.2020 to 31.03.2021.
5.	Regulation 19 (4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.	The Nomination and Remuneration Committee has not: (a) formulated the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees; (b) formulated the criteria for evaluation of performance of	The Nomination Committee shall formulate the said criteria's. As informed by the management, EIL being a Public Sector Undertaking, the criteria of appointment, qualification and terms and conditions of remuneration of functional director is determined as per DPE Guidelines and performance evaluation of Director both Executive and Non- Executive are made by the Government of India. For functional Directors, the annual performance is being done by

		Independent Directors and the Board of Directors.	the C&MD and Administrative Ministry (MoP&NG). However, for performance evaluation of Independent Directors inputs are provided by EIL to MoP&NG in the prescribed format (as and when called for).
6.	Regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Independent Directors have not held their separate meeting during the period from 01.04.2020 to 31.03.2021.	<p>The Company shall hold a separate meeting of Independent Directors during the period from 01.04.2020 to 31.03.2021 as per requirement of Companies Act, 2013 and SEBI LODR Regulations, 2015 and shall</p> <p>(a) reviewed the performance of non-independent directors and the board of directors as a whole;</p> <p>(b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.</p> <p>As informed by the management, during the financial year, two Independent Directors were ceased on completion of their term, which eventually left with only one Independent Director on its Board. In view of same, the Company could not hold the meeting of Independent Directors during Financial Year 2020-21.</p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange Limited (NSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 st March, 2020.	NSE vide its letter dated September 08, 2020 has imposed a fine of Rs. 2,47,800/-	The Company has submitted a response vide their letter dated 09.09.2020 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
2	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 st March, 2020.	BSE vide its letter dated September 08 2020 has imposed a fine of Rs. 2,47,800/-	The Company has submitted a response vide their letter dated 09.09.2020 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
3	National Stock Exchange Limited (NSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 th June, 2020.	NSE vide its letter dated August 20, 2020 has imposed a fine of Rs. 5,36,900/-	The Company has submitted a response vide their letter dated 24.08.2020 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
4	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 th June, 2020.	BSE vide its letter dated August 20, 2020 has imposed a fine of Rs. 5,36,900/-	The Company on 24.08.2020 has requested the Stock Exchanges to waive off the penalty. After considering the facts of the case and the Company's representation, the stock exchange vide their letter dated 24 th September 2020 waived off the fines of Regulation 17(1) of the

				SEBI (LODR), 2015 for the quarter ended 30 th June, 2020.
5	National Stock Exchange Limited (NSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 th September, 2020.	NSE vide its letter dated November 17, 2020 has imposed a fine of Rs. 5,42,800/-	The Company has submitted a response vide their letter dated 20.11.2020 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
6	BSE Limited (BSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 th September, 2020.	BSE vide its letter dated November 17 2020 has imposed a fine of Rs. 5,42,800/-	The Company on 19.11.2020 has requested the Stock Exchanges to waive off the penalty. After considering the facts of the case and the Company's representation, the stock exchange vide their letter dated 19 th April 2021 waived off the fines of Regulation 17(1) of the SEBI (LODR), 2015 for the quarter ended 30 th September, 2020 and 31 st December, 2020.
7	National Stock Exchange Limited (NSE)	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 30 th December, 2020.	NSE vide its letter dated February 15, 2021 has imposed a fine of Rs. 6,56,080/-	The Company has submitted a response vide their letter dated 19.02.2020 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.
8	BSE Limited (BSE)	Regulation 17(1), 18(1) and 19(1)/(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 st March, 2021.	BSE vide its letter dated May 17 2021 has imposed a fine of Rs. 9,55,800/-	The Company has submitted a response vide their letter dated 18.05.2021 and has requested to waive off the penalty, since the appointment of Directors on the Board

				of EIL is done by the Government of India.
9	National Stock Exchange Limited (NSE)	Regulation 17 (1), 18 and 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended 31 st March, 2021.	NSE vide its letter dated May 17, 2021 has imposed a fine of Rs. 9,55,800/-	The Company has submitted a response vide their letter dated 18.05.2021 and has requested to waive off the penalty, since the appointment of Directors on the Board of EIL is done by the Government of India.

Note: NSE vide email dated 24.09.2020 in response to our submission for waiver of fine had informed that the request for waiver shall be considered by the exchange only after compliance is achieved by the Company. The Company will approach again upon achieving the non-compliance.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17(1)(a) of the SEBI(LODR) Regulations, 2015.	The Board of Directors shall comprise of at least one independent woman director and fifty percent of the board of directors shall comprise of non-executive directors during the period from 31 st January, 2020 to 31 st March, 2020.	The Company has intimated to the MoPNG regarding the non compliance and has requested and is regularly following up with MoPNG for appointment of sufficient number of Independent Directors including Woman Independent Director on the Board of the Company in compliance with Listing Regulations. The response from MoPNG is awaited.	As informed by the Company, Company has communicated to the Government of India from time to time.
2.	Regulation 17(1)(b) of SEBI(LODR) Regulations, 2015.	The Board of Directors of the Company is headed by an Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board	The Company has intimated to the MoPNG regarding the non compliance and has requested and is regularly following up with MoPNG for appointment of sufficient number of Independent Directors including Woman	

		Members.	Independent Director on the Board of the Company in compliance with Listing Regulations. The response from MoPNG is awaited.	
3.	Regulation 17 (10) of SEBI (LODR) Regulations, 2015.	The entire Board of Directors shall carry out the performance evaluation of Independent Directors.	The performance evaluation of the Directors is carried out by the Administrative Ministry (MoP&NG), Government of India, as per applicable Government guidelines. However, EIL has provided inputs in the prescribed format for performance evaluation of Independent Directors.	As informed by the Company, performance evaluation of Directors are done by the Government of India.
4.	Regulation 25(4) of SEBI (LODR) Regulations, 2015.	The Independent Directors in their separate meeting has not: (a) reviewed the performance of non-independent directors and the board of directors as a whole; (b) reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors.	The Independent Directors had convened a separate meeting, however, as explained above performance evaluation of the Directors is carried out by the Administrative Ministry (MoP&NG), Government of India, as per applicable Government guidelines. Hence, the same not carried by Independent Directors.	As informed by the management, EIL is a Public Sector Undertaking and the appointment and performance evaluation of all Directors is carried out by the Administrative Ministry i.e. Ministry of Petroleum and Natural Gas (MoP&NG) as per laid down evaluation methodology.
5.	Regulation 19 (4) read with Schedule II Part D (A) of SEBI (LODR) Regulations, 2015.	The Nomination and Remuneration Committee has not: (a) formulated the criteria for determining qualifications, positive attributes and independence of a director and	EIL being a Public Sector Undertaking, the criteria of appointment, qualification and terms and conditions of remuneration of Directors, KMP and other employees is determined as per DPE Guidelines. The sitting fee paid to the Independent Directors for attending the Board & Board Sub-	As informed by the management, EIL is a Public Sector Undertaking and all the Directors are appointed by the Administrative

		<p>recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(b) formulated the criteria for evaluation of performance of Independent Directors and the Board of Directors;</p> <p>(c) devised a policy on diversity of Board of Directors.</p>	<p>Committee meetings are approved by the Board in accordance with DPE Guidelines.</p> <p>EIL is a Public Sector Undertaking, and the appointment and performance evaluation of Directors both Executive and Non-Executive are made by the Government of India. For Functional Directors, the annual performance evaluation is being done by the C&MD and Administrative Ministry (MoP&NG). However, for performance evaluation of Independent Directors inputs were provided to MoP&NG in the prescribed format by EIL.</p> <p>The Board of Directors in its meeting held on 16.05.2019 has adopted the Policy on Board Diversity.</p>	<p>Ministry i.e. Ministry of Petroleum and Natural Gas (MoP&NG).</p>
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- (e) As informed by the management, appointment of EIL's (being the Govt. of India Undertaking) statutory auditor has been done by the office of the Comptroller and Auditor General Auditor General of India (C&AG). Appointment letter also contains terms of appointment to the statutory auditors. Since, terms of appointment were communicated by the C&AG, compliance by listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. Accordingly, we can't certify said compliance.

For **Agarwal S. & Associates,**
Company Secretaries,
 ICSI Unique Code: P2003DE049100
 Peer Review Cert. No.: 626/2019

Digitally signed
 ANURADHA JAIN
 HA JAIN
 Date: 2021.05.31
 15:25:04 +05'30'

Signature: _____
Name of the Practicing Company Secretary: CS Anuradha Jain
ACS No.:36639
C P No.:14180

Place: New Delhi
Date: 31st May, 2021
UDIN: A036639C000399111