

ENGINEERS INDIA LIMITED

El Bhavan, 1, Bhikaiji Cama Place
New Delhi-110 066.

THE CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH THE SECURITIES OF ENGINEERS INDIA LIMITED.

CHAPTER - I

PRELIMINARY

1. This code shall be called "The Code of Internal Procedures and Conduct in dealing with the securities of Engineers India Limited. "
2. It shall come into force with effect from 1.2.2005.

CHAPTER - II

3. **Definitions:**

- 3.1 The term "**Dependent family member**" shall mean and include spouse, dependent children and dependent parents.
- 3.2 The term "**Designated Employees**" shall include -
 - (a) All executives of the Company of the level of General Manager & above upto Executive Directors;
 - (b) All employees of the Secretariats of all the Directors of the Company.
 - (c) Chief Vigilance Officer and their Secretariat.
 - (d) All employees of the following departments of the Company:
 - (i) Accounts & Finance, Corporate Communications, Corporate Planning, Company Secretary and Internal Audit
 - (e) 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.

In case any of the designated employee separates from the services of the Company due to superannuation/resignation / termination etc., he shall continue to be considered as such for a further period of six months subsequent to the date of his separation from the Company as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 1992.

- 3.3 The term "**Directors**" shall mean Directors on the Board of Directors of Engineers India Limited. (hereinafter referred to as "the Company"). He shall continue to be considered as such for a further period of six months subsequent to the date of his separation from the Company as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 1992.

- 3.4 The term "**Officers**" shall have the same meaning as defined in regulation 2 (g) of the SEBI (Prohibition of Insider Trading) Regulations, 1992. **[Refer Appendix-I)**
- 3.5 The term "**Price sensitive information**" shall have the same meaning as defined in regulation 2 (ha) of the SEBI (Prohibition of Insider Trading) Regulations, 1992. **(Refer Appendix-I)**
- 3.6 The term "**Unpublished**" shall have the same meaning as defined in regulation 2 (k) of the SEBI (Prohibition of Insider Trading) Regulations, 1992. **(Refer Appendix-I)**

CHAPTER - III

4. Applicability:

This code shall be applicable and binding on all Directors, Officers (including statutory Auditors and Cost Auditors) and designated employees of the Company.

CHAPTER - IV

5. Compliance Officer:

5.1 The Company Secretary shall act as the Compliance Officer for the purpose of the code and the SEBI (Prohibition of Insider Trading) Regulations, 1992 including any amendment(s) or re-enactment thereof and shall report to the Chairman & Managing Director of the Company.

5.2 Responsibilities of Compliance Officer:

The responsibilities of the Compliance Officer shall be as under

- (i) Setting forth policies, procedures and monitoring adherence to the regulations/rules for the preservation of "Price sensitive information";
- (ii) Pre-clearance of trades of Directors, Officers & designated employees' and their dependent family members and monitoring of trades;
- (iii) Implementation of this code under the overall supervision of the Share Transfer Committee/Board of Directors of the Company.
- (iv) Assisting Directors, Officers and designated employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and this code of conduct.

- (v) Shall maintain a record of the designated employees and any changes made in the list of designated employees.
- (vi) Shall oversee the compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 including any amendment(s) or re-enactment thereof.
- (vii) Any other responsibilities as assigned under this code or under SEBI (Prohibition of Insider Trading) Regulations, 1992 from time to time.

CHAPTER-V

6. Maintaining Confidentiality of "Price Sensitive Information"

6.1 Directors, officers and designated employees shall maintain the confidentiality of all Price Sensitive Information. Directors, officers and designated employees shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.

6.2 Need to know

6.2.1 Price Sensitive Information is to be handled on a "need to know" basis, i.e. Price Sensitive Information should be disclosed only to those within the Company who need the information in discharging their duties.

6.3 Limited access to confidential information

6.3.1 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.

7. Prevention of misuse of "Price Sensitive Information"

7.1 Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, no Director, Officer and designated employees shall-

- (i) either on his own behalf or on behalf of any other person, deal in securities of the Company on any stock exchange when in possession of any unpublished price sensitive information;
- (ii) communicate and/or counsel directly or indirectly, any unpublished price sensitive information to any person;

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

7.2 All Directors, Officers and designated employees of the Company shall be subject to trading restrictions as enumerated below.

7.2.1. The Company shall specify a trading period to be called 'Trading Window' for trading in the company's security.

7.3 Directors, Officers and designated employees of the Company shall not deal in any transaction involving the purchase or sale of the Company's securities either in their own name or in the name of their dependents during the periods mentioned below, when "Trading Window" shall remain closed:

SN	Events/Particulars	Restrictive period	
		From	To
1	2	3	4
a.	Declaration of financial results of first quarter.	15 th July or such other date as may be notified by Compliance Officer.	To be notified by the Compliance Officer depending upon the date of the Board meeting
b.	Declaration of half yearly financial results.	15 th October or such other date as may be notified by Compliance Officer.	Do
c.	Declaration of financial results of third quarter.	15 th January or such other date as may be notified by Compliance Officer.	Do
d.	Declaration of audited annual financial results.	20 th May or such other date as may be notified	Do
e.	Declaration of dividend (Interim and Final)	20 th May or such other date that may be notified by the Compliance Officer depending upon the date of the Board Meeting.	Do
f.	Further issue of Securities by way of public/ rights/ bonus etc.	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board / Committee / competent authority with the approval of Director(F) / Chairman.	Shall be notified by the Compliance Officer as and when required after the proposal is approved by the Board of Directors.

1	2	3	4
g.	Any major expansion plans or execution of new projects	Do	Do
h.	Amalgamation, mergers, takeovers and buy-back	Do	Do
i.	Disposal of whole or substantially whole of the undertaking	Do	Do
j.	Any changes in policies, plans or operations of the Company	Do	Do
k.	Any other event as the Chairman and Director(F) may deem fit from time to time.	Do	Do

EXPLANATION: The trading window shall be opened 24 hours after the “price sensitive information”, for which the trading window is closed, is made public.

- 7.4 The remaining days of a year other than the days mentioned under para 7.3 above shall be called “ Valid Trading Window”
- 7.5 All Directors, Officers and designated employees of the Company shall conduct their dealings in the securities of the Company only in “Valid Trading Window” as mentioned above at clause 7.4.
- 7.6 The restrictions mentioned in clause 7.3 above shall not be applicable in respect of exercise of an option under Employees Stock Option Scheme (ESOPs). However, shares allotted on exercise of ESOPs, shall not be sold during the period mentioned under clause 7.3, when “Trading Window” shall remain closed.
- 7.7 The Compliance Officer shall maintain a register of the periods of “Closed Trading Window”, wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given in **Appendix-II**.

8. Pre-clearance of trades

- 8.1 All Directors, Officers and designated employees of the Company who intend to deal in the securities of the Company either in their own name or in the name of their dependents (above the minimum threshold limit mentioned under clause 8.4) shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.

- 8.2 Directors, Officers and designated employees shall make pre-clearance application to the Compliance Officer. The application shall indicate the estimated number of securities that the Director/ Officer/ designated employee intends to deal in, the details as to the depository with which he has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.
- 8.3 An undertaking shall be executed in favour of the Company by such Director / Officer / designated employee incorporating inter alia the following clauses, as may be applicable:
- (a) THAT the Director/ Officer / designated employee does not have any access or has not received " Price Sensitive Information" up to the time of signing the undertaking;
 - (b) THAT in case the Director/ Officer / designated employee 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 would completely refrain from dealing in the securities of the Company till the time such information becomes public;
 - (c) THAT he has not contravened the Code of Conduct for prevention of insider trading as notified by the Company from time to time;
 - (d) THAT he shall hold the investments in securities of the Company for a minimum period of 30 days
 - (e) THAT he has made a full and true disclosure in the matter.

A combined proforma application cum undertaking is annexed to this code as **Appendix-III.**

- 8.4 The pre-clearance shall not be necessary if the number of shares to be traded alongwith the existing holding is less than 2000 shares or shares of a market value of less than Rs. 5,00,000/-, whichever is higher.
- 8.5 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. The non-communication of the approval of the Pre-clearance application shall not be deemed to be the automatic approval of such application.
- 8.6 All Directors, Officers and designated employees shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval

is given, the Directors, Officers and designated employees shall obtain fresh pre-clearance.

- 8.7 All Directors, Officers and designated employees shall hold their investments in securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purposes. The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.
- 8.8 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.
- 8.9 The Compliance Officer shall maintain a Register of Pre-clearance of trading of Securities and record therein the name and designation of the Director, Officer and Designated Employees submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the dependent family member if the transaction is in the name of the dependent family member and date & details of the actual transaction. A proforma of the Register of Pre-clearance of Trading is given in **Appendix- IV**.
- 8.10 The Compliance Officer shall also maintain a Register of Waiver of restriction on holding investment in the securities of the Company for a minimum period of 30 days and shall record thereon the name of the Director/Officer/designated employees, details of securities for which waiver is granted, date of waiver and the ground of the waiver. A proforma of the Register of Waiver is given in **Appendix-V**.

9. Reporting Requirements for transactions in securities

- 9.1 All Directors, Officers and designated employees of the Company shall be required to forward following details of their transactions in securities of the Company including the transaction in the name(s) of dependent family members to the Compliance Officer:
- (a) All holdings in securities of the Company by Directors/ Officers/ designated employees (including that of his dependent family members) within 30 working days of joining the Company or on becoming Directors/Officers/designated employees, as the case may be (proforma disclosure form is given in **Appendix-VI**);
 - (b) Any change in the shareholding (including that of his dependent family members) exceeding 2000 shares or shares of a market value of more than Rs.5,00,000 whichever is higher, including shares acquired after pre-clearance under clause 8.0 above, within 30 working days of such change (proforma disclosure form is given in **Appendix-VII**);
 - (c) Annual statement of all holdings (including that of his dependent family members) in securities of the Company as on 31st March be furnished within 30 days of the close of the financial year (proforma disclosure form is given in **Appendix-VIII**);

9.2 The Compliance Officer shall within thirty days of receipt of (1) initial disclosure under sub-clause (a) above and (2) periodical disclosure of change in shareholding under sub-clause (b) above, shall disclose to all stock exchanges on which securities of the Company are listed, the information received as above.

9.3 The Compliance Officer shall maintain a Register of Designated Employees as per Proforma given in **Appendix-IX**.

9.4 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and designated employees for a minimum period of three years.

9.5 The Compliance Officer shall place before the Share Transfer Committee on a quarterly basis, all the details of the dealings in the securities, including purchase/sale of shares after pre-clearance under clause 8.0 above, by Directors, Officers and designated employees of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in this code.

9.6 The Compliance Officer shall maintain three separate registers for recording the Initial disclosure, Periodical disclosure and Annual disclosure received under sub-clause 9.1 above. Proformas of the Registers to be maintained are given in **Appendix-X**.

10. **Penalty for contravention of Code of Conduct:**

10.1 Any Director/ Officer designated employee who trades in securities of the Company or communicates any information for trading in securities of the Company in contravention of this Code may be penalized and appropriate action may be taken by the Share Transfer Committee.

Directors, Officers and employees of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Share Transfer Committee.

11. **Power of SEBI**

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

12. **Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.**

If the Company/ Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Compliance Officer shall inform the SEBI of such violation after intimating the Share Transfer Committee.

APPENDIX-I

DEFINITION OF THE TERM “OFFICER”

In terms of Regulation 2 (g) of SEBI (Prohibition of Insider Trading) Regulations, 1992 term “Officer of a Company” means any person as defined in clause (30) of Section 2 of the Companies Act, 1956 (1 of 1956) including an Auditor of the Company.

In terms of Section 2 (30) of the Companies Act, 1956 the term “Officer” includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.

DEFINITION OF THE TERM “PRICE SENSITIVE INFORMATION”

In terms of Regulation 2 (ha) of SEBI (Prohibition of Insider Trading) Regulations, 1992 the term “Price sensitive information” means any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of securities of Company”

Explanation: The following shall be deemed to be price sensitive information:

- i) periodical financial results of the Company;
- ii) intended declaration of dividends (both interim and final);
- iii) issue of securities or buy-back of securities;
- iv) any major expansion plans or execution of new projects;
- v) amalgamation, mergers or takeovers;
- vi) disposal of the whole or substantial part of the undertaking;
- vii) and significant changes in policies, plans or operations of the Company.

DEFINITION OF UNPUBLISHED

In terms of Regulation 2 (k) of SEBI (Prohibition of Insider Trading) Regulations, 1992 the term "Unpublished" means information which is not published by the Company or its agents and is not specific in nature.

Explanation: Speculative reports in print or electronic media shall not be considered as published information.

ENGINEERS INDIA LIMITED

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APPENDIX-II

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

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

APPENDIX – III

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 8.2 of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of Engineers India Limited).

To

The Compliance Officer (Company Secretary)
Engineers India Limited
EI Bhavan,
1, Bhikaiji Cama Place
New Delhi-110 066.

Dear Sir,

I, Shri/Smt.....a Director/Officer/Designated employee of Engineers India Limited intend to carry out transaction(s) in the shares of Engineers India Limited as per the details given below:-

Name & Designation of the Director/ Officer/Designated Employees :
Department of Designated Employees :
Date of Joining / becoming Director/ officer/ Designated employee :

S No.	No. of shares held (including the dependent members) 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 is in the name of self or in the name of dependent family member	Name of the dependent/relationship, if the transaction is in the name(s) of the dependent(s)
6	7	8

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any " Price Sensitive Information" up to the time of signing the undertaking;
- b) **THAT** in case I have access to or receive "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 completely refrain from dealing in the securities of the Company till the time such information becomes public;
- c) **THAT** I have not contravened the Code of Internal Procedures & Conduct for prevention of insider trading as notified by the Company from time to time.
- d) **THAT** I shall hold the shares for a minimum period of 30 days from the date of purchase/ that I have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold. (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause-8 of the Code of Insider Trading of Engineers India Limited.

Signature:.....

Date :
Name:.....

Place :
Designation:.....

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

El Bhavan, 1, Bhikaiji Cama Place
New Delhi-110066.

APPENDIX-IV

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

S. NO	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 CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE DEPENDENT IF THE TRANSACTION IS IN THE NAME OF THE DEPENDENT/ RELATIONSHIP	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	DATE OF PLACEMENT BEFORE SHARE TRANSFER COMMITTEE	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
8	9	10	11	12	13	14

ENGINEERS INDIA LIMITED
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APPENDIX-V

**REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES WITHIN
30 DAYS OF ACQUISITION**

S NO	NAME	DESIGNATION	DEPARTMENT	NAME OF THE DEPENDENT, IF THE SHARES HELD IN THE NAME OF DEPENDENT	NUMBER OF SHARES
1	2	3	4	5	6

CONSIDERATION VALUE	REASONS FOR WAIVER	DATE OF WAIVER	REMARKS
7	8	9	10

APPENDIX –VI

PROFORMA FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DIRECTORS / OFFICERS /DESIGNATED EMPLOYEES.

(In terms of clause 9.1 (a) of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of ENGINEERS INDIA LIMITED.)

The Compliance Officer (Company Secretary),
Engineers India Limited,
EI Bhavan,
1, Bhikaiji Cama Place
New Delhi-110066.

Dear Sir,

I Shri/Smt.....Director/Officer/Designated employee of Engineers India Limited furnish below the details of shareholding in Engineers India Limited as onin my name and/or in the name(s) of my dependent family members in terms of regulation 13 (2) of SEBI (Prohibition of Insider Trading) Regulation, 1992 and clause 9.1(a) of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of ENGINEERS INDIA LIMITED.

Name & Designation of the Director/Officer/ :
Designated Employees :

Department of Designated Employees :

Date of Joining/ becoming Director/ officer/ :
Designated employee :

I. Details of shareholding of Directors /Officer/ Designated employees held in self-name:

S No	No. of shares Held	Date of acquisition	Consideration	Folio No. / DP ID & Client ID

II. Details of shares held by/in the name(s) dependent family members.

S No	Name of dependent family member	Relationship	No. of shares Held	Date of acquisition	Consideration	Folio No. / DP ID & Client ID

Date :

Signature

Place :

APPENDIX -VII

PROFORMA FOR DISCLOSURE OF CHANGE IN SHARE HOLDING HELD BY DIRECTORS / OFFICERS /DESIGNATED EMPLOYEES.

(In terms of clause 9.1 (b) of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of ENGINEERS INDIA LIMITED.)

To
The Compliance Officer (Company Secretary),
Engineers India Limited,
EI Bhavan,
1, Bhikaiji Cama Place
New Delhi-110066.

Dear Sir,

I Shri/Smt.....Director/Officer/Designated employee of Engineers India Limited furnish below the details of transactions of my own/ dependent family members in the shares of Engineers India Limited exceeding 2000 shares or shares of a market value of more than Rs.5,00,000/- whichever is higher, during the period from toin terms of regulation 13 (4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 and clause 9.1(b) of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of ENGINEERS INDIA LIMITED.

Name & Designation of the Director/Officer/ :
Designated Employees :

Department of Designated Employees :

Date of Joining/ becoming Director/ officer/ :
Designated employee :

I. Details of change in shareholding (on own account) exceeding 2000 shares or shares of a market value of Rs.5,00,000/- whichever is higher.

No. of shares held as on..... (date of previous disclosure)	Date of transaction	Details of shares Purchased		Details of shares sold		No. of shares Held as on..... (date of present disclosure)	Folio No./ DP ID & Client ID
		No	Consideration	No	Consideration		

II. Details of change in shareholding exceeding 2000 shares or shares of a market value of more than Rs.5,00,000/- whichever is higher of dependent family members

Name of the dependent	Relationship	No. of shares held as on..... (date of previous disclosure)	Date of transaction	Details of shares Purchased		Details of shares sold		No. of shares Held as on..... (date of present disclosure)	Folio No. / DP ID & Client ID
				No	Value	No	Value		

I declare that I have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold. (applicable only in respect of sale transaction).

Signature

Date:

Place:

APPENDIX - VIII

PROFORMA FOR NOTIFICATION OF CHANGE IN SHAREHOLDING OF DIRECTORS/ OFFICERS/ DESIGNATED EMPLOYEES

(In terms of clause 9.1 (c) of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of ENGINEERS INDIA LIMITED.)

To

The Compliance Officer (Company Secretary),
Engineers India Limited,
EI Bhavan,
1, Bhikaiji Cama Place
New Delhi-110066.

Dear Sir,

I Shri/Smt.....Director/Officer/Designated employee of Engineers India Limited furnish below the details of transaction(s) in the shares of Engineers India Limited during the financial yearas well as shareholding as on 31st March.....

Name & Designation of the Director/Officer/ :
Designated Employees :

Department of Designated Employees :

Date of Joining/ becoming Director/ officer/ :
Designated employee :

I. Details of transaction/ shareholding in own name

No. of shares held as on..... (date of previous disclosure)	Date of transaction	Details of shares Purchased during the year		Details of shares sold during the year		No. of shares held as on..... (date of present disclosure)	Folio No./ DP ID & Client ID
		No	Consideration	No	Consideration		

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II. Details of transaction/shareholdings of dependent family members.

Name of the dependent	Relationship	No. of shares held as on 01.04.200	Details of shares purchased during the year		Details of shares sold during the year		No. of shares Held as on 31.03.200	Folio No. / DP ID & Client ID
			No	Value	No	Value		

I declare that the shares sold have been held by me for minimum period of 30 days. (applicable in case sale transaction).

Signature

Date:

Place:

ENGINEERS INDIA LIMITED

El Bhavan, 1, Bhikaiji Cama Place
New Delhi-110066.

APPENDIX-X

REGISTER OF DISCLOSURE OF SHAREHOLDING BY DIRECTORS, OFFICERS & DESIGNATED EMPLOYEES

Name & Designation of the Director/ :
Officer/Designated Employees :

Department of Designated Employees :

Date of Joining/ becoming Director/ officer/ :
Designated employee :

S NO	INITIAL DISCLOSURE				
	DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF ACQUISITION	CONSIDERATION VALUE	NAME OF THE DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
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 DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
7	8	9	10	11	12

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

ANNEXURE-II

LIST OF INSIDERS OF ENGINEERS INDIA LIMITED

1. All Directors
2. All executives of the Company of the level of General Manager & above up to Executive Directors;
3. All employees of the Secretariats of all the Directors of the Company.
4. Chief Vigilance Officer and their Secretariat.
5. All employees of the following departments of the Company:
 - Accounts & Finance, Corporate Communications, Corporate Planning, Company Secretary and Internal Audit.