



Engineering Projects (India) Limited

CIN: U27109DL1970GOI117585

Registered Office: Core 3, SCOPE Complex, 7 Lodhi Road, New Delhi –110003

Phone no. 91-11-24361666, Email: csd@epi.gov.in

Website: www.epi.gov.in

NOTICE

Notice is hereby given that the 54th Annual General Meeting of the members of Engineering Projects (India) Limited (EPI) will be held on Friday, 27th September 2024 at 03:30 PM through Video Conferencing/ Other Audio Visual Means to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2024 together with Reports of the Board of Directors, Auditors thereon and Comments of the Comptroller & Auditor General of India (C&AG), and management replies, if any, and to pass the following Ordinary Resolution, with or without modification (s):

"RESOLVED THAT Financial Statements for the year ended 31st March 2024 comprising Balance Sheet as at 31st March 2024, the Statement of Profit and Loss Account for the year ended 31st March 2024 along with Notes and Annexures and the Auditors' Report thereon, Comments of the Comptroller & Auditor General of India (C&AG) and the Directors' Report along with its annexures including Management Discussion and Analysis Report, Report on Corporate Governance, Corporate Social Responsibility and Sustainability Report, Secretarial Audit Report, Form AOC-2 for disclosure of particulars about contracts/arrangements entered into by the company with related parties as laid down before the meeting, be and are hereby adopted."

2. To declare dividend on equity shares for the financial year 2023-24.

Board of Directors had proposed NIL dividend for the Financial Year 2023-24 in view of losses and inadequate funds in its 287th Meeting held on 25th July 2024. Hence there is "NIL" Dividend for the Financial Year 2023-24.

Special Business

3. To ratify the remuneration of the Cost Auditor for the financial year 2024-25 as approved by the Board of Directors on 287th Board Meeting (as recommended by Audit Committee) and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of Companies (Audit and Auditors) Rules 2014, fee of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable tax (TA/DA and out of pocket expenses inclusive) as recommended by Audit Committee and approved by the Board of Directors to be paid to M/s. Anuj Kumar & Co., Cost Accountants as Cost Auditor for the financial year 2024-25 be and is hereby ratified and confirmed."

BY ORDER OF THE BOARD OF DIRECTORS



(Nitesh Kumar Goyal)
Company Secretary
E-mail id: csd@epi.gov.in

Date: 02nd September 2024
Place: New Delhi

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देश की सामाजिक संस्कृति की वाहक सेतु – हिंदी

पंजीकृत एवं कारपोरेट कार्यालय : कोर-3, स्कोप कॉम्प्लेक्स, 7, लोधी रोड, नई दिल्ली-110 003

Registered and Corporate Office : Core-3, Scope Complex, 7, Lodhi Road, New Delhi-110 003

दूरभाष/Tel. : +91-11-24361666 फैक्स/Fax.: +91-11-24363426 ई-मेल/E-mail: epico@epi.gov.in वेबसाइट/Website : www.epi.gov.in,

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated 25th September 2023 read together with circulars dated 28.12.2022, 05.05.2022, 13.01.2021, 05.05.2020, 13.04.2020 and 08.04.2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the provisions of the Companies Act, 2013 (‘the Act’) and MCA Circulars the AGM of the Company is being held through VC/OAVM. This AGM shall be deemed to be held at the Registered Office of the Company.
2. As per the provisions of the Act, a member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy in writing duly signed by him to attend and vote instead of himself/ herself, and the proxy need not be a member. Since this AGM is being held through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed with this Notice.
3. Corporate members are requested to send a duly certified scanned copy of the Board Resolution/Authority Letter, etc authorizing the representative to attend the AGM through VC/OAVM and vote on their behalf at the meeting. The said resolution/authorisation be sent by email through its registered email address to csd@epi.gov.in with a copy marked to nitesh.goyal@epi.gov.in
4. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 & Secretarial Standard 2 on General Meetings, in respect of Special Businesses, as set out above is annexed hereto.
5. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. None of the Directors of the Company is in any way related with each other.
7. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM.
8. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days during business hours (barring Saturday and Sunday) up to the date of AGM.
9. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The shareholders of EPI vide resolution passed at the 44th Annual General Meeting (AGM) dated 29th September 2014 authorised the Board to fix the remuneration of Statutory Auditors and Branch Auditors from the financial year 2013-14 onwards. Accordingly Board of Directors in its 285th Board Meeting held on 31st January 2024 (Item No. 285-23-24/B-5) had fixed fees of Rs. 10.85 Lakhs (plus applicable taxes) towards Statutory Audit of Corporate Office and Branch Offices (excluding foreign branches) for the financial year 2023-24.
10. In compliance with the provisions of Section 129(3) of the Act, the Audited Financial Statements include the Consolidated Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company. Since the subsidiary Company of EPI i.e “EPI Urban Infra Development Limited” has been struck off and dissolved by the Registrar of Companies (RoC) during the FY 2023-24 i.e. 20.07.2023, hence the Consolidated Financial Statement has not been prepared.



Handwritten signature and date: 02/09/24

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item no. 3 as set out above forming part of the Notice:

Item No. 3: Ratification of remuneration of Cost Auditor

Based on the recommendation of the Audit Committee, the Board had appointed M/s Anuj Kumar & Co., Cost Accountants as Cost Auditor to conduct audit of cost records of the Company for the financial year 2024-25 at a remuneration amounting Rs. 40,000/- (Rupees Forty Thousand only) plus applicable tax. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the Resolution at Item No.3 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 3.

To:

1. All Shareholders of EPIL
2. Statutory Auditor, EPIL
3. Secretarial Auditor, EPIL
4. Cost Auditor, EPIL
5. All Directors of EPIL

Copy to:

1. Secretary to the Govt. of India,
Ministry of Heavy Industries
Udyog Bhawan, New Delhi-110001

BY ORDER OF THE BOARD OF DIRECTORS



NKD
02/09/24
(Nitesh Kumar Goyal)
Company Secretary
E-mail id: csd@epi.gov.in

Date: 02nd September 2024
Place: New Delhi