



ENGINEERS INDIA LIMITED

The Company is a government company and was originally incorporated in New Delhi on March 15, 1965 under the Companies Act, 1956, as a private limited company under the name 'Engineers India Private Limited' pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 between the Government of India and Bechtel International Corporation. **Registered and Corporate Office:** Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi 110 066, India; **Telephone:** +91 11 2676 2121; **Facsimile:** +91 11 2619 8210. For details of changes in our name and registered office, please see "History and Certain Corporate Matters – Change in our Registered Office" on page 150 of the Red Herring Prospectus ("RHP"). **Company Secretary and Compliance Officer:** Mr. Rajan Kapur; **Telephone:** +91 11 2610 0258; **Facsimile:** +91 11 2619 1690; **E-mail:** company.secretary@eil.co.in, **Website:** www.engineersindia.com.

PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF PETROLEUM AND NATURAL GAS ("MoPNG"), GOVERNMENT OF INDIA
FURTHER PUBLIC OFFER OF 33,693,660 EQUITY SHARES OF ₹ 5 EACH ("EQUITY SHARES") OF ENGINEERS INDIA LIMITED ("EIL" OR "THE COMPANY") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF PETROLEUM AND NATURAL GAS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER") FOR CASH AT A PRICE OF ₹ [i] PER EQUITY SHARE AGGREGATING UP TO ₹ [j] MILLION (THE "OFFER"). THE OFFER COMPRISES A NET OFFER TO PUBLIC OF 33,193,660 EQUITY SHARES (THE "NET OFFER") AND A RESERVATION OF 500,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER SHALL CONSTITUTE 10% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AND THE NET OFFER SHALL CONSTITUTE 9.85% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH
PRICE BAND: ₹ 145 TO ₹ 150 PER EQUITY SHARE

THE FLOOR PRICE IS 29.00 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 30.00 TIMES OF THE FACE VALUE.
BIDS CAN BE MADE FOR A MINIMUM OF 100 EQUITY SHARES AND IN MULTIPLES OF 100 EQUITY SHARES THEREAFTER.

"Discount of ₹ 6 to the Offer Price is being offered to the Retail Individual Bidders ("Retail Discount") and Eligible Employees ("Employee Discount")."

In case of revision in the Price Band, the Offer Period will be extended for atleast three additional Working Days after the revision of the Price Band subject to the Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Offer Period will be widely disseminated by notification to the Self Certified Syndicate Banks ("SCSBs"), the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE"), by issuing a press release, and also by indicating the change on the websites of the Book Running Lead Managers ("BRLMs") and at the terminals of the members of the Syndicate.

This Offer is being made through the Book Building Process in accordance with the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), where not more than 50% of the Net Offer will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"). Further, subject to valid Bids, 5% of the QIB Portion will be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. In addition, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. Further, 500,000 Equity Shares shall be available for allocation on a proportionate basis to the Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. Retail Individual Bidders and Eligible Employees have an option to participate in the Offer either through the ASBA or the non-ASBA process. QIBs and Non Institutional Bidders must Bid through the ASBA process on a mandatory basis if they wish to participate in the Offer. For more information, please see "Offer Procedure" on page 337 of the RHP.

ASBA*

Simple, Safe, Smart way of making an Application - Make use of it!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

For details of the share capital of our Company and our capital structure, see "Capital Structure" on page 78 of the Red Herring Prospectus. The signatories to the Memorandum of Association of our Company were the President of India, acting through Mr. P.K. Nayak, Bechtel International Corporation and R.M. Dorman who held 51 equity shares, 24 equity shares and 25 equity shares of ₹ 100 each respectively. The liability of the members of our Company is limited. For details of the main objects as contained in the Memorandum of Association of our Company, see "History and Certain Corporate Matters" on page 150 of the Red Herring Prospectus.

OFFER PROGRAMME

OPEN | CLOSING DATE# EXTENDED TO FEBRUARY 12, 2014

ADDENDUM

In relation to the Offer, our Company has filed the Red Herring Prospectus dated January 30, 2014 with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC") and the Securities and Exchange Board of India. All capitalized terms used in this addendum notice shall, unless the context otherwise required, have the meaning as ascribed in the Red Herring Prospectus. Investors may note the following additions to the disclosures in the Red Herring Prospectus. The same may be taken as updated and included in the Bid cum Application Form and Abridged Prospectus.

The Offer was initially scheduled to close on February 10, 2014. However, the public sector banks have proposed a strike on February 10, 2014 and February 11, 2014, owing to which Bidders in the Offer will not be able to submit Bids through the public sector banks on February 10, 2014. Therefore, the Selling Shareholder and the Company, in consultation with the Book Running Lead Managers, have decided to extend the Offer Period till February 12, 2014 and the Offer Closing Date shall now be February 12, 2014. The above notice is required to be read in conjunction with the other disclosures in the Red Herring Prospectus. Except for the above, the contents of the Red Herring Prospectus, Bid cum Application Form and Abridged Prospectus remain unchanged. The Prospectus to be filed by our Company with the ROC will be updated accordingly and suitable disclosures will be made therein.

Listing: The Equity Shares are listed on the BSE and the NSE. For the purposes of this Offer, the BSE is the Designated Stock Exchange. We have received in-principle approval from the NSE and the BSE for commencement of trading of the shares offered for sale pursuant to letters dated August 5, 2013 and July 29, 2013 respectively.

Disclaimer Clause of SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the issue or the specified securities or the offer document. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of SEBI."

Disclaimer Clause of BSE (The Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer clause of the BSE Limited".

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer clause of NSE".

Bidders should note that on the basis of Permanent Account Number (PAN) of the Bidders, Depository Participant ID (DPID) and Client ID provided by them in the Bid-cum-Application Form as entered into the electronic bidding system of the Stock Exchanges by member of the Syndicate or SCSBs or Registered Broker as the case may be, the Registrar will obtain from the Depository and ensure that they are true and correct, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as "Demographic Details"). These bank account details would be used for giving refunds (including through physical refund warrants, direct credit, NECS, NEFT and RTGS) or unblocking of ASBA Account. Hence, Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders or unblocking of ASBA Account at the Bidders sole risk and neither the BRLMs or the Syndicate Members or the Registrar or the Escrow Collection Banks or the SCSBs nor the Company or the Selling Shareholders shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid-cum-Application Form. The Bidders should note that in case the DP ID and Client ID and PAN mentioned in the Bid-cum-Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate do not match with the DP ID and Client ID and PAN available in the database of Depositories, the Bid-cum-Application Form is liable to be rejected.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churhata, Mumbai - 400 020 Telephone: +91 22 2288 2460 Facsimile: +91 22 2282 6580 Email: eil.fpo@icicisecurities.com Investor Grievance Id.: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Mr. Mangesh Ghoghe SEBI Registration No.: INM000011179	IDFC Capital Limited 2nd Floor, Naman Chambers C - 32, G Block, Bandra Kurla Complex Bandra (E), Mumbai - 400 051 Telephone: +91 22 6622 2600 Facsimile: +91 22 6622 2501 Email: eil.fpo@idfc.com, Investor Grievance Id.: complaints@idfc.com Website: www.idfccapital.com Contact Person: Mr. Hiren Raipancholia SEBI Registration No.: INM000011336	Kotak Mahindra Capital Company Limited 27 BKC, 1st Floor, Plot No. C-27 "G" Block, Bandra Kurla Complex Bandra (East), Mumbai - 400051 Telephone: +91 22 4336 0000 Facsimile: +91 22 6713 2447 Email: eil.fpo@kotak.com Investor Grievance Id.: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Mr. Ganesh Rane SEBI Registration No.: INM000008704	Karvy Computershare Private Limited Plot No. 17-24, Vittal Rao Nagar Madhapur, Hyderabad 500 081 Telephone: +91 40 4465 5000 Facsimile: +91 40 2343 1551 E-mail: eil.fpo@karvy.com Website: https://karisma.karvy.com Contact Person: Mr. M. Murali Krishna SEBI Registration No.: INR000000221

Company Secretary and Compliance Officer: Mr. Rajan Kapur; **Telephone:** +91 11 2610 0258; **Facsimile:** +91 11 2619 1690; **E-mail:** company.secretary@eil.co.in

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account or refund orders. In case of ASBA Bids submitted to the members of the Syndicate, the Bidders can contact the relevant member of the Syndicate in relation to queries relating to the Bids.

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Offer. Full copy of the RHP is available on the websites of the **Book Running Lead Managers** to the offer at www.icicisecurities.com, www.idfccapital.com and www.investmentbank.kotak.com and the website of the Company at www.engineersindia.com and on the websites of SEBI, BSE and NSE i.e. www.sebi.gov.in, www.bseindia.com and www.nseindia.com respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-cum-Application Forms can be obtained from the Company and the **Book Running Lead Managers: ICICI Securities Limited**, Tel: +91 22 2288 2460 Fax: +91 22 2282 6580, **IDFC Capital Limited**, Tel: +91 22 6622 2600 Fax: +91 22 6622 2501, **Kotak Mahindra Capital Company Limited**, Tel: +91 22 4336 0000 Fax: +91 22 6713 2447, Syndicate Member: **Kotak Securities Ltd.**, Telephone: +91 22 26655074 / 84 / 05, Facsimile: +91 22 66154060 and at the select locations of the Sub-Syndicate members participating in the offer.

Electronic Bid-cum-Application Form will be available on the website of the Stock Exchanges and the Designated Branches of the SCSBs.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process. ASBA can be availed by all the investors except Anchor Investors. Non-retail investors i.e. QIBs and Non-Institutional Bidders, have to compulsorily apply through ASBA to participate in the Offer. The investor is required to fill the Bid-cum-Application Form and submit the same to their respective SCSB or to the Syndicate Members (in specified cities only) or the Registered Brokers. The SCSB will block the amount in the account as per the authority contained in the Bid-cum-Application Form. On Allotment, amount will be unblocked and account will be debited only to the extent required to be paid for Allotment of Equity Shares. Hence, there will be no need of refunds. Bid-cum-Application Forms can also be downloaded from the websites of BSE and NSE: www.bseindia.com and www.nseindia.com. Bid-cum-Application Form can be obtained from the list of SCSBs that is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>. For details about ASBA, please refer to the details given in Bid-cum-Application-Form, abridged prospectus and the section "Offer Procedure" beginning on page 337 of the RHP.

BANKER(S) TO THE OFFER /ESCROW COLLECTION BANK(S): Axis Bank Limited, State Bank of India, Kotak Mahindra Bank Limited, Union Bank of India, ICICI Bank Limited, Punjab National Bank and HDFC Bank.

Attention Investors

The Reserve Bank of India has issued standard operating procedure in terms of paragraph 2(a) of RBI circular number DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only on three days of the week. SEBI Circular No.CIR/CFD/DIL/3/2010 dated April 22, 2010 fixes the time between issue closure and listing at 12 days. In order to enable compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond 6 working days from the date of the closure of the issue, in terms of the aforesaid SEBI Circular.

For Engineers India Limited,
 on behalf of the Board of Directors
 Sd/
 Chairman & Managing Director

Place: New Delhi
 Date: February 09, 2014

Engineers India Limited is proposing, subject to market conditions and other considerations, a further public offer of its equity shares through an offer for sale by Government of India through the Ministry of Petroleum and Natural Gas and has filed a Red Herring Prospectus with the Registrar of Companies at National Capital Territory of Delhi and Haryana. The Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in and on the websites of the Book Running Lead Managers at www.icicisecurities.com, www.idfccapital.com and www.investmentbank.kotak.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk factors" of the Red Herring Prospectus. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act ("Regulation S") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold (i) in the United States only to U.S. persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A"), in reliance on the exemption from registration under the U.S. Securities Act provided by Rule 144A or other available exemption and (ii) outside the United States in offshore transactions in reliance on Regulation S. No public offering of securities is contemplated in the United States or any other jurisdiction outside India.