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 ₹ [•]* PER EQUITY SHARE AGGREGATING UP TO ₹ [•]. 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.

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

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.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process. ASBA can be availed by all the 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 Non Syndicate Registered Brokers. The SCSB will block the amount in the account as per the authority contained in the Bid-cum-Application Form and undertake other tasks as per the specified procedure. 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.

ADDENDUM NOTICE TO THE INVESTORS

In relation to the Offer, our Company has filed the Red Herring Prospectus dated January 30, 2014 ("RHP") 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 RHP. Investors may note the following additions to the disclosures in the RHP. The same may be taken as updated and included in the Bid cum Application Form and Abridged Prospectus.

In the section titled "Offer Procedure – Part A – General Instructions" on page 343 of the RHP, the following information shall be included:

"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. As prescribed by the SEBI Circular No.CIR/CFD/DIL/3/2010 dated April 22, 2010, the Equity Shares are required to be listed within 12 Working Days of the Offer Closing Date. 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."

The above notice is required to be read in conjunction with the other disclosures in the RHP. Except for the above, the contents of the RHP, 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 in the "Offer Procedure-Part A-General Instructions."

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

Place: New Delhi
Date: February 06, 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.