


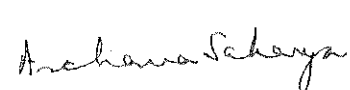


FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Engineers India Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by- <ul style="list-style-type: none"> Sanjay Gupta Chairman & Managing Director CEO Ram Singh Director (Finance) CFO M/s M. Verma & Associates Statutory Auditors Dr. Archana S. Mathur Chairman of Audit Committee 	   

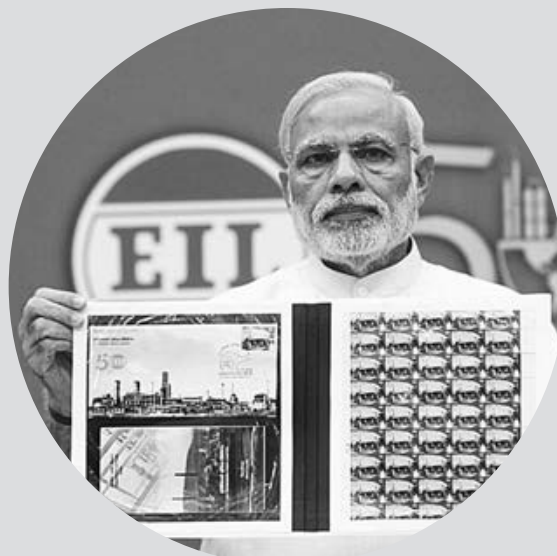
Date: 30.7.2015
Place: New Delhi



A Navratna Company

Propelling India's Hydrocarbon sector for
five decades

50th ANNUAL
REPORT 2014-15



Release of
EIL's Golden Jubilee Commemorative Postage Stamp by
Hon'ble Prime Minister of India,
Shri Narendra Modi



Vision

To be a world-class globally competitive EPC and Total Solutions Consultancy Organization.

Mission

- Achieve 'Customer Delight' through innovative, cost effective and value added consulting and EPC services.
- To maximize creation of wealth, value and satisfaction for stakeholders with high standards of business ethics and aligned with national policies.

Risk management

EIL is committed to effective management of risks across the organization by aligning its risk management strategy to its business objectives through instituting a risk management structure for timely identification, assessment, mitigating, monitoring and reporting of risks.

Risk management at EIL is the responsibility of every employee both individually as well as collectively.

Core values

- Benchmark to learn from superior role models.
- Nurture the essence of Customer Relationship and Bonding.
- Foster Innovation with emphasis on value addition.
- Integrity and Trust as fundamental to functioning.
- Thrive upon constant Knowledge updation as a Learning organization.
- Passion in pursuit of excellence.
- Quality as a way of life.
- Collaboration in synergy through crossfunctional Team efforts.
- Sense of ownership in what we do.

FOREWORD

“the journey of a thousand miles begins with one step”

- Lao Tzu

For all of us at Engineers India Limited, 2015 is a milestone year: a year when we look back with pride and nostalgia on the journey of 50 years of Engineering Excellence that began with the first steps on March 15, 1965 to provide indigenous and competent engineering solutions across the hydrocarbon value chain to young India. Conferment of ‘Navratna Status’ during the year was the most gracious acknowledgement and recognition of your efforts. It indeed is a glittering jewel that has been added to the golden crown. Our performance during the last five decades speaks volumes of the right decisions taken at right time which were duly supported by purposefulness and perseverance of every stakeholder of the Company.

Our eventful journey across five decades has seen us keep pace with the country’s accelerating march towards progress and prosperity and becoming a significant part of the growth story of Hydrocarbon, Petrochemical and Metallurgy sector in India. In this meaningful journey of fifty years, we have achieved numerous milestones that include designing and engineering of 60 refinery projects, of which 10 are greenfield refineries, 9 petrochemical complexes, 39 oil and gas processing projects, over 40 offshore process platforms, 42 pipeline projects, 13 ports and storage and terminal projects, 8 fertilizer projects and 29 mining & metallurgy projects. Our endeavours over these years have also resulted in achieving more than 90% indigenisation in hydrocarbon consultancy as compared to only 5% at the time of our inception.

Augmenting our overseas operations is the need of the hour. Today, and more so in future, the sustainability of EIL will depend largely on overseas projects. In addition to our traditional territories, during the year, we have strengthened our operations in Nigeria, Bangladesh, Angola and Indonesia. The reputation, strengths and capabilities of undertaking challenging engineering consultancy and EPC projects that our company has developed over the period of time will be leveraged to further expand our international operations and to execute mega international projects.

While, Hydrocarbon will continue to remain our focus area, as part of our growth strategy, we are selectively diversifying in high growth sectors of Renewable Energy, Nuclear Power, Infrastructure and Fertilizers, where we can leverage our strong engineering consultancy and PMC capabilities. Our robust corporate strategy steered by the corporate vision to build ‘A world-class EPC and Total Solutions Consultancy Organization’ continues to inspire our entire workforce to deliver excellence and to create a business portfolio for long-term sustainable growth.

Looking back at the momentous 50 years of Engineering Excellence, company’s strong fundamentals, technical know-how, skill sets, well laid out systems & processes, and zeal to excel and above all the unflinching commitment of each and every stakeholder to succeed, inspires us to look forward into the next 50 years with pride and confidence!

Who We Are

- One of India's leading Engineering Consultancy and EPC companies in Hydrocarbons and Petrochemicals.
- Five decades of experience on landmark projects with global energy majors.
- Significant track record across entire Oil & Gas value chain.
- Focused diversification into other sectors:
 - Fertilizer and LNG
 - Non-ferrous metallurgy
 - Infrastructure
 - Strategic crude oil storage
 - Nuclear and solar energy
 - E&P
- Over 2800 highly experienced professionals and technical workforce.
- In-house and collaborative R&D support with 16 registered patents.
- Expanding overseas presence in MENA and South East Asia.
- Zero debt firm with track record of healthy earnings and consistent dividend payout.



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Sanjay Gupta
Chairman & Managing Director

Chairman's Statement

Dear Shareholders,

It gives me immense pleasure to report your Company's performance during the 50th year of its service to the nation.

As EIL steps out of its Golden Jubilee year, its formidable track record of over five decades of engineering excellence across the hydrocarbon value chain continues to inspire its workforce to deliver excellence and to work towards bigger targets for your Company's long-term sustainable growth. The Company that began with an initial investment of ₹25 lakhs, has a market cap of more than ₹7200 crores today and has paid back to its stakeholders more than ₹2000 crores in terms of dividend and dividend tax. To commemorate the golden journey of your Company's glorious achievements a 'Commemorative Postage Stamp' and 'Coffee Table Book' were released by Shri Narendra Modi, the Hon'ble Prime Minister of India during Urja Sangam - an international energy summit, which was organized in New Delhi on March 27, 2015 under the aegis of Ministry of Petroleum & Natural Gas. During the year, your Company was also accorded the coveted 'Navratna' status by the Government of India.

During the financial year 2014-15, your Company has registered an operational turnover of ₹1713 Crore. The revenue from consultancy & engineering business and turnkey projects stood at ₹948 Crore and ₹765 Crore respectively. Profit After Tax during the year was ₹308 Crore.

On the business front, your Company secured new business of ₹2305 Crore in FY2014-15 which includes ₹610 Crore from domestic consultancy, ₹1253 Crore from overseas consultancy and ₹442 Crore from turnkey segment. Major contribution in our order inflows continues to remain from Hydrocarbon and Petrochemical business.

In the upstream segment, major assignments secured during the year were Project Management consultancy for Mangala Phase-2 EOR Project and FEED for Bhagyam Polymer EOR Project of Cairn India Limited.

In the midstream segment, your Company secured Project Management Consultancy Services for Assessment of Health/ Integrity of GAIL's Pipeline System & PMC Services for KG Basin Pipelines Restoration Works and EPCM Services for re-routing of Mumbai-Manmad Pipeline for BPCL to name a few.

In downstream refining & petrochemical segment, major consulting orders secured by your Company were DHD Unit of BPCL Mumbai; Consultancy services for IOCL's Delayed Coker Unit & allied facilities under Distillate Yield Improvement Project at Haldia; Conversion of Catalytic Reformer Unit into Isomerization Unit and Process Design & EPCM Consultancy Services for Tail Gas Treatment Unit (TGTU) at Mumbai Refinery of BPCL. Your Company further augmented its foray into the LNG sector with the award of FEED for LNG Terminal in Gir Somnath, Gujarat for HPCL Shapoorji Energy Limited (HSEL).

In the Infrastructure field, your Company was awarded projects from Indian Rare Earths Limited (IREL), Odisha for Site related Civil, Electrical and Mechanical Piping consultancy services for 5.0 MLD Sea Water Desalination Plant; DPR for Abatement of pollution in Buddha Nala in Ludhiana City from Punjab Water Supply & Sewerage Board and an assignment from Kamarajar Port Limited for development of Container Terminal through PPP mode on DBFOT basis.

Your Company also secured business in the new diversified areas. These included Pre-Feasibility Study for Coal to Poly Generation

Project at Mundra; Petcoke Gasification Feasibility Study report for NFL- Nangal; DFR of Solar Power Project at GAIL Pata. In LSTK domain, your Company was successful in securing an OBE assignment from ONGC in Hazira under their Daman Development Project.

This financial year saw an exponential jump in overseas order booking. Your Company has made significant foray in Africa by securing a PMC assignment for a Grassroot 460,000 BPSD Refinery and 690,000 TPA Polypropylene plant for Dangote Oil Refining Company in Nigeria. This is, as on date, the largest value consultancy order received by your Company. In addition to the above, your Company has secured Consultancy Services assignment for Lobito Refinery Project of Sonangol E.P. in Angola. Your Company was also successful in securing a PMC assignment for a Fertilizer Project envisaging Ammonia, Urea & Methanol Plants of Brass Fertilizer Company Limited in Nigeria. EIL has also made successful entry in South Sudan by securing a Feasibility Assignment for building South Sudan-Ethiopia-Djibouti Pipeline. In Oman your Company was appointed PMC by Oman Refineries and Petroleum Industries Company (ORPIC) for an Integrated Petrochemical Complex near Sohar Refinery and for RFCC Revamp and various units Improvement works at Sohar Refinery. In Bahrain, your Company was awarded its first Training assignment, wherein EIL specialists are providing training to Bahrain Petroleum Company (BAPCO) employees on Design and Engineering concepts. This has opened new avenues for potential training related jobs in BAPCO and other clients in the Hydrocarbon sector in International market. Your Company was successful in renewing its General Services Agreement with BAPCO for 2 years which is likely to open avenues for various engineering assignments for EIL.

UAE has been a very consistent market for your Company. To expand its business prospects in UAE, EIL has expanded its existing engineering office there. In UAE, your Company has been successful in securing number of prestigious assignments including Consultancy services for Crude Unit Tower Debottlenecking assignment at Abu Dhabi Refinery for Takreer.

Your Company has also made entry into Russia for providing its consultancy services for PFR for Natural Gas Based Urea Ammonia Plant in Siberia region. This will provide further opportunities to expand Company's footprints in CIS countries.

The year saw a number of critical projects commissioned and good progress achieved on other ongoing projects. In the Refinery Segment, EIL successfully completed Mangalore Refinery Ph-III Expansion by commissioning the PFCC Unit, Polypropylene Unit, Sulphur Recovery Unit and Delayed Coker Unit which will result in higher operating margins for the refinery. EIL also successfully commissioned the largest WAX unit of the country (~50 TMTA) at Numaligarh Refinery of NRL. CDU-4 Unit of BPCL-Mumbai Refinery which your Company is executing under EPCM mode is under pre-commissioning. Integrated Refinery Expansion Project of BPCL Kochi Refinery, Residue Upgradation Project at CPCL Refinery and other projects are also progressing well.

In Petrochemical Sector, EIL achieved Mechanical completion of GAIL's Petrochemical Expansion Projects at Pata & Vijapur. Both complexes are under commissioning. During the year, your Company also achieved mechanical completion of Assam Gas Cracker Project of BCPL- the first ever Petrochemical Plant in the North-East Region. Pre-commissioning activities are also under progress at OPA's grass root mega Petrochemical project at Dahej. Your Company also successfully commissioned Butene-1 unit of IOCL Panipat Refinery,

executed on Open Book Estimate (OBE) Basis.

In Upstream Sector, GSPC's Offshore Gas Platform at Deen Dayal field in the Krishna-Godavari basin as well as connecting Onshore Gas Terminal (OGT) achieved Mechanical completion. Major facilities in OGT were also commissioned during the year. In addition to this, Cairn's Mangala Process Terminal utility project was also completed during the year.

In Fertilizer segment, EIL is executing three major international projects in Nigeria, Indonesia and Bangladesh. All these assignments achieved encouraging progress during the year. Your Company is also undertaking a strategic investment in the form of equity participation for Revival of Ramagundam Fertilizer Project along with National Fertilizer Limited and Fertilizer Corporation of India Limited. A joint venture Company (Ramagundam Fertilizers and Chemicals Limited) has been formed to pilot this project. Your Company will also provide EPCM services for this project.

In Infrastructure segment, Delhi Jal Board's Yamuna River Pollution Abatement Project achieved readiness of various interceptor stretches and work is in full swing to make the project operational at the earliest. Your Company also achieved mechanical completion of Strategic Crude Storage Caverns at Vizag, Mangalore and Padur. 1st Crude-In for Vizag is accomplished.

To stay ahead in the fast evolving technological landscape of the energy sector, your Company's Research & Development Centre (R&D) in Gurgaon has been successful in commercializing a technology for Crude Distillation Unit (CDU) Preheat Train Optimization using Pinch technology at Numaligarh Refinery. Various technology development programmes that were completed during the year include Development of Process for Treatment of Naphtha Stream to eliminate Mercaptan by CFC Process, Regeneration of Glycol by Extractive Distillation and Solvent development for CO₂ removal from sour gases to name a few. Some of the critical technology development programs that are under progress include design of Hige water deaeration system in association with BPCL (R&D), Design Methodology for Trays with Explosion Hatches and Process Design and Development of New Separation Devices for Flash Drum.

During the year, your Company's R&D efforts were recognized by grant of two patents:

- High pressure fluidized bed gasifier and gasification process thereof
- An absorbent liquid and a process for removal of acid gases using the same

With this your Company's patent portfolio has grown to 16 'live' patents relating to various process technologies.

Information Technology Services (ITS) division of your Company continued to provide state-of-the-art IT enabled services to EIL's main stream activities by developing/implementing leading IT solutions with an aim to deliver better quality services with increased efficiency at reduced costs. ITS division continued with their persistent efforts towards new initiatives and enhancement of existing systems during the year. The division along with Infrastructure division also completed prestigious PMC assignment for Directorate General of Hydrocarbon (DGH)'s National Data Repository (NDR) project which aims at providing a world-class data storage and retrieval infrastructure for the hydrocarbon exploration and production (E&P) data in safe and reusable manner.

Your Company's Environment Division over the years has executed projects in diversified fields of water & wastewater treatment; effluent recycle and zero discharge projects; Environmental Impact Assessment studies; environmental audits; air quality assessment, solid & hazardous waste management, fugitive emissions control, environmental health & risk management etc. During the year while continuing with their endeavor of providing environment friendly solutions to its clients, the division, with its in-house strength of EIA Coordinators and Functional Area Experts, was re-accredited by Quality Council of India (QCI) for carrying out EIA studies in India in eleven sectors.

Your Company takes pride in its highly motivated and spirited workforce with professional expertise and strong technical calibre - the propellers of your Company's growth engine. Engagement and Empowerment of executives is therefore critical, for improving the project performance in terms of time and cost efficiencies.

The year focused on strengthening HR's resolve in creating a more transparent, performance driven and nurturing environment for its key stakeholders – the people. The HR Agenda drawn for the year 2014-15 facilitated in prioritizing key action areas and synergized the HR teams to work in unison towards achievement of the organizational goals.

Action points that emerged from the Employee Engagement Survey- 'Abhivyakti' were taken up for implementation in a phased manner. The HR Meet and HOD meet-Vicharavesh continued to provide valuable platforms for effective brainstorming which brought forth various suggestions for implementation thereby creating an environment of ownership, trust and collaboration.

To create a robust system of performance assessment in line with Industry best practices, the performance appraisal process and promotion policy for officers was reviewed and significant changes were brought about to promote higher engagement.

Your Company is well aware of its social responsibilities. The thrust areas for your Company's CSR activities/projects are education, healthcare, drinking water/sanitation, rural electrification, environment protection/sustainability, women empowerment, upliftment of underprivileged, community development and vocational training/skill centre.

Major CSR initiatives undertaken by your Company during the year include renovation/up gradation of infrastructure in various educational institutes for underprivileged children in Assam, construction of auditorium for girl students and support for setting up of a Digital Library in Andhra Pradesh, classroom and toilet facilities (for girls) in Coimbatore and many such Initiatives. Your Company also supports value based educational programs in various schools of Uttarakhand and free education to underprivileged children from the slums of Delhi/NCR. Another on-going key initiative is adoption of 100 and 25 Ekal Vidyalayas in Dibrugarh District in Assam and Odisha respectively through 'One Teacher School'.

Responding to Hon'ble Prime Minister's clarion call for a Swachh Bharat, your Company undertook number of initiatives during the year including providing basic amenity of safe and clean toilets to a large segment of the Indian population esp. the girl students

under Swachh Vidyalaya Program. Your Company is constructing / renovating 509 school toilets for girls and boys in the states of Bihar, Odisha, Tamil Nadu and Assam. Separate toilets were planned for girls and boys in schools, some of which are located in very remote areas. Your Company shall also be adopting a heritage city in Northern India to set up a Waste to Fuel conversion facility as part of the cleanliness campaign under Swachh Bharat campaign.

"Make in India" is another global initiative launched by Hon'ble Prime Minister which will give huge boost to indigenous manufacturing. Your Company being an integral part of development of hydrocarbon sector in the country has taken up this campaign in the true spirit and has been pursuing several initiatives. EIL is piloting the midstream sector for "Make in India" initiative under MoP&NG and is a member of the Steering Committee set up for the purpose. A Vendor Meet with all stakeholders was held in Mumbai for sensitizing the manufacturing sector to the policy initiative being contemplated.

Ever since its inception, your Company has accorded highest priority to Health, Safety & Environment (HSE) in all aspects of its operations. During the year, your Company's HSE Management system was certified by an accredited Certification Body to OHSAS 18001 (Occupational Health and Safety Assessment Series) and ISO 14001 (Environmental Management system). These certifications will enhance your Company's evaluations scores while bidding for overseas jobs particularly in the Middle East Oil & Gas market.

During the year, the Quality Management System of your Company was reassessed through external Surveillance Audit for continual conformance to ISO 9001:2008 by the third party certification agency which confirmed that the Quality Management System of your Company continues to conform to the international standard ISO 9001. During the year, your Company was conferred with the prestigious Rajiv Gandhi National Quality Award (RGNQA), Commendation Certificate 2012 in Large Scale Service Industry Category instituted by Bureau of Indian Standards (BIS).

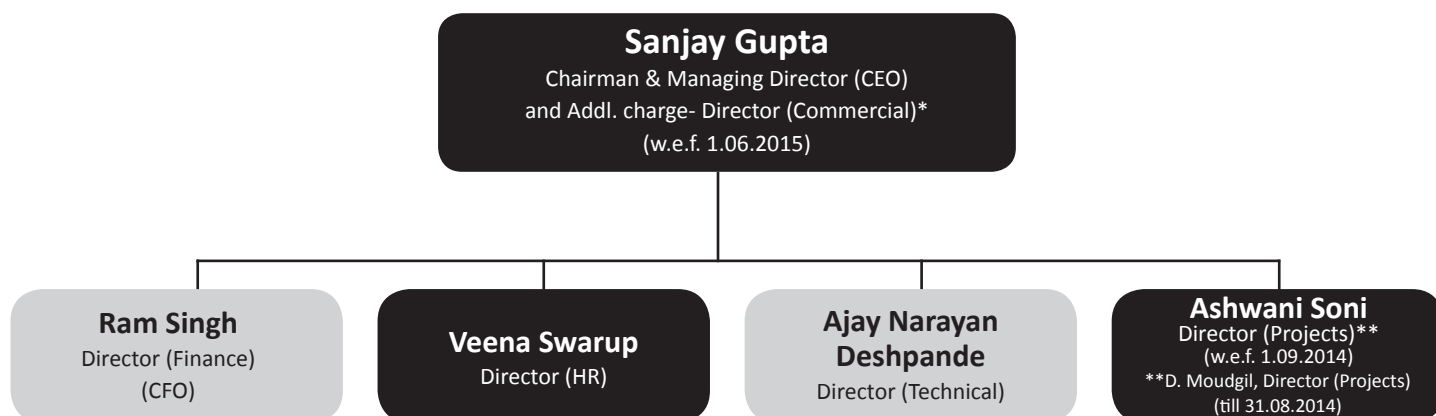
This year also saw the Company being bestowed with number of prestigious awards, prominent being India Today PSUs Award 2014 in the category of "Best Global Presence", Golden Peacock Award for Corporate Governance for the year 2014 instituted by Institute of Directors (IOD), FICCI Chemical and Petrochemical Awards 2014 in the categories of "Process Innovator of the Year-Petrochemicals" and "Sustainability Award for Best Green Process-Petrochemicals". While our efforts are self-less and authentic in spirit, these recognitions from external Boards of eminent judges confirms that our progress is in the right direction.

The Company remains committed to good corporate governance and ethical practices as per Listing Agreement with Stock Exchanges and Government Guidelines.

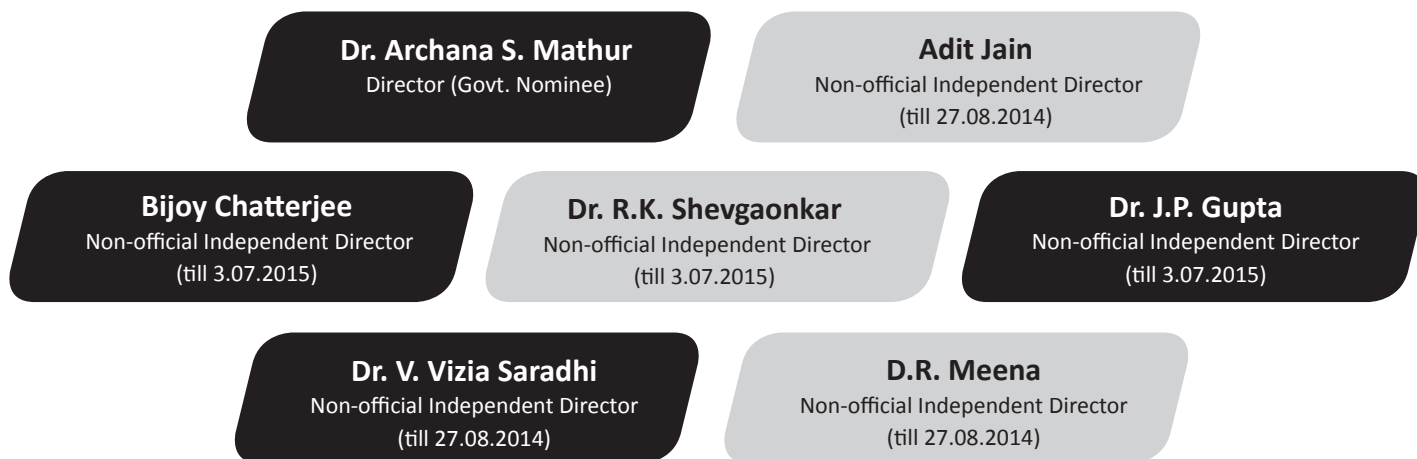
I thank you for your continued support and faith in the Company's growth potential and look forward to your feedback and advice. EIL management joins me in wishing you and your family lot of prosperity and good health.

Sanjay Gupta

Board of Directors



Non-Executive Directors



Company Secretary

Rajan Kapur

*Shri A.K. Purwaha ceased to be Chairman & Managing Director of the Company w.e.f. 1.06.2015 due to his retirement on attaining the age of superannuation on 31.05.2015. Shri Sanjay Gupta, Director (Commercial) was appointed as Additional Director and Chairman & Managing Director and also entrusted with charge of the post of Director (Commercial) w.e.f. 1.06.2015.

Brief Profiles of the Directors



Mr. Sanjay Gupta is the Chairman and Managing Director of our Company. He is also holding the additional charge of the post of Director (Commercial). He is a B.E. from IIT, Roorkee and has about 34 years of experience in implementation of mega grassroots and brown field projects in Refineries and Petrochemicals. He was also entrusted with the task of leading the implementation of the first ever OBE Project and pioneered the same in the Hydrocarbon sector in India. Several projects on this mode have been implemented by the Company, thereafter. He has hitherto also been additionally responsible for all the commercial functions of the Company including Estimation, Contracting, Inspection and Business Development. He has been engaged in consolidation, internationalization and strategy building for the Company. The improvement of Governance function of the Company while providing emphasis on project delivery to the owners is the cardinal principle around which all the efforts are being expanded.



Mr. Ram Singh is the Director (Finance) of our Company. He has been on the Board since January 28, 2010. He has a Bachelor's Degree in Commerce from Delhi University and is an associate member of the Institute of Cost Accountants of India. He has 33 years of experience in finance and cost accounting in the steel and hydrocarbon sector. His experience includes positions held with the Steel Authority of India Limited, Bharat Petroleum Corporation Limited, Oil Co-ordination Committee and Petroleum Planning and Analysis Cell of the Ministry of Petroleum and Natural Gas. He is currently responsible for the financial management of our Company. Mr. Singh was associated with the preparation of report on the Scope for Improvement of Asian Markets for Crude Oil & Products in association with Institute of Energy Economics, Japan (2006) which was presented at the forum of Asian Oil Ministers. He has also delivered guest lectures and actively participated in various International Energy Forums which include Working Group on Energy Security at Asia Cooperation Dialogue held in Philippines (2004); ASEAN Oil Market Forum at Bangkok held jointly by Ministry of Energy, Thailand and Ministry of Trade & Industry, Japan. (2007); Energy Security in Asia at International Association for Energy Economics at New Zealand (2007) and Energy Information Administration (EIA), US Department of Energy. Mr. Ram Singh has been conferred with Top Rankers Excellence Award for Finance; Business Today Best CFO of a PSU (Mid size) Award-2013; India CFO Award for Excellence in Risk Management by IMA India and Excellence in Cost Management Practices by Institute of Cost Accountants of India during 2011 and 2012.



Ms. Veena Swarup is the Director (HR) of our Company. She holds a Master's Degree in Business Administration from Lucknow University. She has more than 3 decades of experience in the fields of human resource in the Petroleum and Natural Gas sector. Prior to joining EIL, Ms. Swarup was with ONGC since 1983, where she held several assignments including Head of Performance Management & Benchmarking Group, which steered Performance Contracts & Service Level Agreements between board level and unit chiefs. Her other assignment included setting up the ONGC Energy Center, Head HR at various Units of ONGC, Policy making and Negotiations with Collectives. She also headed the SAP-HR Project for ONGC, which was the largest Project in Asia at that time. She was deputed to MRPL as a change agent to initiate aligning the Company to Public Sector requirements. She also had a short stint in Directorate General of Hydrocarbons as the Head of Corporate Affairs and Human Resources. She has been associated with several prestigious Committees of DPE & SCOPE to review various policies with reference to Public Sectors. As Director (HR), EIL she is credited for bringing a transformational change in the functioning of HR in EIL and has taken several pathbreaking initiatives towards Talent Management, Training & Development, Employee Communication, CSR & Brand Building with a view to take EIL to greater heights. She has also been recognized in the field of Management by various agencies. Some of the Awards recently conferred to her include Legend Director of the Year 2014 by News Ink Media, Indian Achievers' Award for Corporate Leadership in Human Resources for outstanding achievements in Business & Social Service by Indian Achievers Forum.

Functional Directors



Mr. Ajay Narayan Deshpande is the Director (Technical) of our Company. He has a Bachelor's Degree in Chemical Engineering from Nagpur University and a Master's Degree in Systems & Management from the Indian Institute of Technology, Delhi, securing the first rank in both the programs. He has worked in various capacities of our Company over the past 35 years, including oil and gas, refinery and petrochemicals sector, covering the functions of process design/development, research and development, plant operations and safety, heat & mass transfer, environmental engineering, specialist materials and maintenance services and information technology in the Technology Division. He has exposure of working in Projects Division also. He has been responsible for the business growth and technology initiatives of the Company and was also responsible for meeting the company's targets on R&D and sustainable development. He has co-authored seven patent applications on behalf of the Company. He has served as Director on the Board of CEIL for two years and is currently on the Board of Ramagundam Fertilizers and Chemicals Limited, EIL's JV with NFL and FCIL to undertake a brownfield project for Ammonia/Urea production at Ramagundam. As Director (Technical), he is now responsible for all Technology and Engineering Divisions within the Company.



Mr. Ashwani Soni is the Director (Projects) of our Company. He is a graduate in Mechanical Engineering from IIT (BHU), Varanasi & an MBA from FMS, Delhi. He joined EIL in 1979 as a Management Trainee. Under his leadership, Project divisions are providing services for Refinery, Petrochemical, Power, Metallurgy, Pipelines & Off-shore projects. He also oversees Project Services (Planning), Construction Management and Regional Offices at Vadodara, Chennai & Kolkata. He has around 36 years of diversified experience in execution of Refinery & Petrochemical Projects, Onshore and Offshore Terminals, Captive Power Plants, Onshore & Offshore Pipelines and Non-Ferrous Metallurgy projects. He is a member of the OISD Committee responsible for preparation of Standards related to Hydrocarbon Pipelines and Bureau of Indian Standards (BIS). Shri Soni has chaired a number of conferences and presented many papers in national and international Conferences/Forums including pipelines conferences organised in India. He is also on the Panel of ASME B31 Committee for finalisation of ASME Codes.

Government Nominee Director



Dr. Archana S. Mathur is a Government Nominee Director of our Company. She has a Master's Degree in Economics from the Delhi School of Economics, Delhi University and Ph.D. in the field of International Trade from the Jawaharlal Nehru University, New Delhi. She joined the Indian Economic Service in 1982. Over the course of 31 years in the service, Dr. Mathur has served in various economic ministries of the Government of India. She has a number of academic papers in prestigious journals and books to her credit.



Corporate Information

COMPANY SECRETARY

Rajan Kapur

STATUTORY AUDITORS

M/s M. Verma & Associates
Chartered Accountants, 1209, Hemkunt Chambers,
89, Nehru Place, New Delhi - 110 019
Tel. : 011-41078098, Fax: 011-26211211

SECRETARIAL AUDITOR

M/s Agarwal S. & Associates
Company Secretaries
119 & 127, Vardhman Star Citi Mall,
Sector-7, Dwarka, New Delhi-110 075
Tel. : 011-45052182, E-mail : sachinag1981@gmail.com

STOCK EXCHANGES WHERE SHARES OF THE COMPANY ARE LISTED

The Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

REGISTRAR AND SHARE TRANSFER AGENT

M/s Karvy Computershare Private Limited

305, New Delhi House, 27, Barakhamba Road,
Connaught Place, New Delhi - 110 001
Tel No. 011-43681700, Fax No. 011-43681710
Email: delhi@karvy.com
or

Karvy Selenium Tower-B, Plot No. 31&32
Gachibowli, Financial District
Nanakramguda, Serilingampally, Hyderabad- 500 032
Tel No. 040-67162222, Fax No. 040-23001153
Email: einward.ris@karvy.com, Website: www.karvy.com/
www.karvycomputershare.com

REGISTERED & HEAD OFFICE

Engineers India Bhawan
1, Bhikaiji Cama Place, New Delhi-110 066
CIN: L74899DL1965GOI004352
Tel. : 011-26762121, Fax : 011- 26178210, 26194715
E-mail : eil.mktg@eil.co.in
Website : www.engineersindia.com

SUBSIDIARY COMPANIES

Certification Engineers International Limited

Engineers India Bhawan
1, Bhikaiji Cama Place, New Delhi - 110 066
CIN: U74899DL1994GOI062371
Tel. : 011-26762121, Fax : 011- 26174868, 26186245
E-mail : ceil.del@eil.co.in
Website: www.certificationengineers.com

EIL Asia Pacific Sdn. Bhd.

Suite B-02-05, Dataran 3 Two, No. 2, 19/1,
46300 Petaling Jaya, Selangor Darul
Ehsan, Kuala Lumpur - Malaysia

MAIN BANKERS

State Bank of India

Corporate Accounts Group
11th Floor, Jawahar Vyapar, Bhawan, 1, Janpath, New Delhi-110 001

Indian Overseas Bank

F-47, Malhotra Building, Janpath, New Delhi - 110 001

Corporation Bank

3, Ansal Chamber - I, Bhikaiji Cama Place, New Delhi - 110 066

State Bank of Travancore

3, Ansal Chamber - I, Bhikaiji Cama Place, New Delhi - 110 066

HDFC Bank Ltd.

B-6/3, Safdarjung Enclave, DDA Complex, New Delhi - 110 029

Ten Years' Performance at a Glance

(₹ in lakhs)

	PARTICULARS/YEARS	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
A	OPERATING STATISTICS										
	Turnover*	79,048.04	57,108.13	73,775.21	153,246.28	199,379.70	282,328.44	369,882.43	250,596.70	182,359.17	171,300.42
	Other Income	6,666.63	8,227.26	12,412.79	21,476.29	18,240.11	15,038.90	21,750.32	26,184.33	23,208.51	27,310.80
	Expenditure	65,551.08	44,899.47	56,557.68	122,675.67	151,492.06	218,341.43	299,964.65	187,259.58	135,487.80	151,037.44
	Prior Period Adjustments (Net)	185.67	(28.07)	242.27	0.13	79.96	577.45	191.57	427.75	277.07	818.15
	Profit before Tax	19,977.92	20,463.99	29,388.05	52,046.77	66,047.79	78,448.46	91,476.53	89,093.70	69,802.81	46,755.63
	Tax	8,025.57	8,647.19	10,904.48	19,385.10	24,972.04	29,608.15	31,707.33	28,446.97	21,276.4	16,048.18
	Fringe Benefit Tax	255.00	275.00	270.20	286.67	-	-	-	-	-	-
	Deferred Tax (Assets)/ Liability	(2,166.99)	(2,757.61)	(1,246.50)	(2,078.37)	(2,481.76)	(3,411.63)	(3,862.33)	(2,210.82)	550.06	(90.19)
	Profit after Tax	13,864.34	14,299.41	19,459.87	34,453.37	43,557.51	52,251.94	63,631.53	62,857.55	47,976.35	30,797.64
	Amount Transfer from General Reserve	-	-	-	-	56,156.10	-	-	-	-	-
	Dividend including Dividend Tax	5,122.57	6,183.11	7,205.74	12,124.72	69,620.58	19,510.55	23,438.99	23,507.42	25,554.95	20,148.82
	Retained Surplus	8,741.77	8,116.30	12,254.13	22,328.65	30,093.03	32,741.39	40,192.54	39,350.13	22,421.40	10,648.82
B	FINANCIAL POSITION										
	CAPITAL EMPLOYED	95034.04	103150.34	115205.00	137533.65	111470.58	144211.97	184404.51	223754.64	246176.04	256790.09
	NON CURRENT ASSETS										
	i) Fixed Assets**	4001.49	3967.54	5035.89	6328.12	7189.38	7315.10	10469.07	18597.45	24966.27	28881.37
	ii) Other Non current Assets***	20014.84	22047.43	24312.64	27058.43	24224.52	28674.83	34724.74	39170.21	30041.36	29512.95
	CURRENT ASSETS ***	133432.97	143754.70	182309.81	265175.87	251937.62	310934.04	329212.37	326699.21	320034.01	333200.35
	EQUITY & LIABILITIES										
	i) Share Capital	5615.62	5615.62	5615.62	5615.62	5615.62	16846.84	16846.84	16846.84	16846.84	16846.84
	ii) Reserve & Surplus	89418.42	97534.72	109589.38	131918.03	105854.96	127365.13	167557.67	206907.80	229329.20	239943.25
	NON CURRENT LIABILITIES ****	-	-	-	-	-	2101.85	2515.21	2,479.95	2,192.55	1,968.61
	CURRENT LIABILITIES ****	62415.26	66619.33	96453.34	161028.77	171880.94	200610.15	187486.46	158232.28	126673.05	132835.97
C	RATIOS										
	PBT / Turnover	25.27%	35.83%	39.83%	33.96%	33.13%	27.79%	24.73%	35.55%	38.28%	27.29%
	PAT/ Turnover	17.54%	25.04%	26.38%	22.48%	21.85%	18.51%	17.20%	25.08%	26.31%	17.98%
	PBT / Capital Employed	21.02%	19.84%	25.51%	37.84%	59.25%	54.40%	49.61%	39.82%	28.35%	18.21%
	PAT / Net Worth	14.59%	13.86%	16.89%	25.05%	39.08%	36.23%	34.51%	28.09%	19.49%	11.99%
	Turnover / Net Worth (number of times)	0.83	0.55	0.64	1.11	1.79	1.96	2.01	1.12	0.74	0.67
	Sundry Debts / Turnover (Month's Turnover)	3.40	4.21	2.87	2.35	1.91	1.31	1.00	1.59	2.26	2.98

Notes:

* Turnover includes accretion/decretion to Work in Progress.

** Fixed Assets includes Capital Work -in-progress.

*** From Financial Year 2010-11, Assets have been reclassified into Current and Non Current as per provisions of Companies Act. Prior to that other Non Current Assets comprise of Investments, Deferred Tax asset and Voluntary Retirement Compensation (to the extent not written off or adjusted)

**** From Financial Year 2010-11, Liabilities have been reclassified into Current and Non Current as per provision of Companies Act. Previous year's figures have been regrouped wherever necessary to make comparable for financial year 2014-15 figures.



Regd. Office: Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi – 110066

Tel:011-26762121, Fax:011-26178210, E-mail: eil.mktg@eil.co.in

Website: <http://www.engineersindia.com>

CIN: L74899DL1965GOI004352

Notice

NOTICE is hereby given that the 50th Annual General Meeting of the Members of Engineers India Limited will be held on Tuesday, the 25th day of August, 2015 at 10.30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31st March, 2015 and the Reports of Directors and Auditors thereon.
2. To consider declaration of final dividend on equity shares.
3. To appoint a director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix remuneration of Auditors for the financial year 2015-16 and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2015-16.”

SPECIAL BUSINESS:

6. To appoint Shri Ashwani Soni (DIN: 06962014) as Director (Projects) of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Ashwani Soni (DIN: 06962014), who was appointed as an Additional Director in the capacity of Director (Projects) by the Board of Directors w.e.f. 1.09.2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Shri Ashwani Soni himself in writing proposing his candidature for the office of director, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation.”

7. To approve material related party transactions of EIL with M/s Ramagundam Fertilizers and Chemicals Limited (RFCL) and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of Companies Act 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for related party transactions of EIL towards rendering of EPCM services to M/s Ramagundam Fertilizers and Chemicals Limited (RFCL) which is under ordinary course of business and on arm's length basis at a lump sum price of ₹190 crore plus service tax, incentive and additional charge on man day rate basis for visit to vendor office, in terms of Letter of Award dated 31st March 2015 read with clarification letter dated 15th April 2015, issued by RFCL.

RESOLVED FURTHER THAT post-facto approval of the members of the Company be and is hereby accorded for entering into an arrangement with RFCL in respect of rendering of services towards selection of technology licensor on cost reimbursable basis.

RESOLVED FURTHER THAT Director (Finance) or Director (Commercial) or Director (Projects) be and are hereby authorized to take all necessary steps to give effect to the above resolution.”

8. To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Shri Sanjay Gupta (DIN: 05281731), who was appointed as an Additional Director and Chairman & Managing Director by the Board of Directors w.e.f. 1.06.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice from Shri Sanjay Gupta himself in writing proposing his candidature for the office of director, be and is hereby appointed as Chairman & Managing Director of the Company.”

By order of the Board

(Rajan Kapur)
Company Secretary

Notes

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts in respect of special business is annexed herewith.
3. Members are requested to:-
 - (i) bring their copy of Annual Report and Attendance Slip, duly completed and signed, to the meeting.
 - (ii) quote their Folio/Client ID & DP ID Nos. in all correspondence with the R&TA/Company.
 - (iii) note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 19th August, 2015 to Tuesday, 25th August, 2015 (both days inclusive) for the purpose of ascertaining the entitlement of dividend.
6. Dividend, if any, approved at the 50th Annual General Meeting of the Company will be paid to those shareholders whose names appear:
 - a. As Beneficial Owners as at the end of the business hours on Tuesday, 18th August, 2015 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before Tuesday, 18th August, 2015.
7. Members holding shares in physical form are requested to notify immediately Change of Address, Bank Account etc., if any, quoting their Folio Number to M/s Karvy Computershare Private Ltd., Karvy Selenium Tower-B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032 (Tel No. 040-67162222, Fax No. 040-23001153, Email: einward.ris@karvy.com, Website: www.karvy.com/www.karvycomputershare.com) or at 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi – 110 001 (Tel No. 011-43681700, Fax No. 011-43681710, Email: delhi@karvy.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic / Demat form are requested to notify any change of address and change of bank account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL / CDSL.
8. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to provide their Bank Account Number, Name and Address of the Bank / Branch to the Registrar and Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited in respect of shares held in physical mode and to their respective DPs for Demat mode to enable them to incorporate the same in the dividend warrant.
9. Shareholders may avail the facility of National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) for receiving direct credit of Dividend to their accounts with the Banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrant.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
11. The balance lying in the unpaid dividend account of the Company in respect of final dividend declared on 19.09.2008 for the financial year 2007-2008 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 18.10.2015 (tentative date). Members who have not encashed their dividend warrants pertaining to the said year may approach to the Company or its Registrar & Share Transfer Agent for obtaining the payments thereof upon completion of necessary formalities in the said behalf before 30th September, 2015. The subsequent due dates of transfer of unpaid/unclaimed dividend to IEPF for the respective financial years have been provided in the Corporate Governance Report and also at Company's website. Therefore, the members who have not encashed their dividend so far for these years are also requested to write to the Company or its Registrar & Share Transfer Agent for claiming the unpaid dividend before their due dates of transfer to IEPF.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account/folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
13. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all

working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

14. Pursuant to the requirements of Corporate Governance, a brief resume of the Directors proposed for appointment/reappointment is annexed with the Notice.
15. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.engineersindia.com.
16. Electronic copy of the Annual Report for the financial year 2014-2015 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s)/RTA for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2014-2015 is being sent in the permitted mode.
17. Members may kindly note that the Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative in the Corporate Governance" in view of circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is also posted on the website of the Company at www.engineersindia.com. Further, the appeals were also made to the Members in this regard in the Annual Report of the Company for the financial year 2010-11, 2011-12, 2012-13 and 2013-14. Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at e-mail address annualreport@eil.co.in quoting full details of Folio No./DP, Client ID and name of first/sole holder or to the concerned depository.
18. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and clause 35B of the Listing Agreement, the Company is pleased to provide members facility through M/s Karvy Computershare Private Limited (KCPL) to exercise their right to vote on resolutions proposed to be considered at the 50th Annual General Meeting (AGM) of the Company by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KCPL.
20. The facility for voting through ballot paper shall be made available at the venue of 50th AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
21. The members who have cast their vote by remote e-voting prior to the 50th AGM may also attend the 50th AGM but shall not be entitled to cast their vote again.
22. The remote e-voting period commences on Friday, 21st August,

2015 at 9.30 a.m. (IST) and ends on Monday, 24th August, 2015 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18th August, 2015, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.

23. The process and manner for remote e-voting is as under:

- A. In case a Member receives Notice of 50th AGM through email [for members whose email IDs are registered with the Company/Depository Participant(s)/RTA]:
 - i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
 - iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e., Engineers India Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/

authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id eil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."

- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- B. In case a Member receives physical copy of the Notice of 50th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy] :
 - i. User ID and Initial password as provided.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
24. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 18th August, 2015.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 50th AGM and holding shares as of the cut-off date i.e. 18th August, 2015, may obtain the login ID and password by sending a request at mohsin.mohd@karvy.com.
26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 50th AGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
27. Shri Santosh Kumar Pradhan, Practising Company Secretary (C.P. No. 7647) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
28. The Chairman & Managing Director shall, at the 50th AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the 50th AGM but have not cast their votes by availing the remote e-voting facility.
29. The Scrutinizer shall after the conclusion of voting at the 50th AGM, will first count the votes cast at the meeting and thereafter

unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 50th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman & Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at <http://www.engineersindia.com> and on the website of KCPL at <https://evoting.karvy.com> immediately after the declaration of result by the Chairman & Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
31. The Notice of the 50th AGM is also placed on the website of the Company at www.engineersindia.com and on the website of KCPL at <https://evoting.karvy.com>.
32. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:-
 Shri Mohsin Uddin, Manager
 M/s Karvy Computershare Private Limited
 Karvy Selenium Tower-B, Plot No. 31&32
 Gachibowli, Financial District
 Nanakramguda, Serilingampally
 Hyderabad-500 032
 Toll Free No. 1800 345 4001
 Email: evoting@karvy.com
33. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 50th Annual General Meeting i.e. 25th August, 2015.
34. The Route Map of the venue of 50th AGM along with prominent land-mark is given in the Annual Report.
35. **No Gifts, gift coupons or cash in lieu of gifts shall be distributed to Members in the Annual General Meeting or afterwards.**

By order of the Board

(Rajan Kapur)
Company Secretary

Place: New Delhi
Date : July 10, 2015

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6

Shri Ashwani Soni was appointed as Additional Director in the capacity of Director (Projects) w.e.f. 1.09.2014 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/2/2012-CA/FTS:23053 dated 7.07.2014. In terms of Section 161 of the Companies Act, 2013, Shri Ashwani Soni shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Ashwani Soni under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Director of the Company. Brief resume containing inter-alia the statutory disclosures of Shri Ashwani Soni has been given in the Annexure to the Notice of 50th Annual General Meeting. The terms and conditions of his appointment issued vide Ministry of Petroleum & Natural Gas, Government of India letter no. C-31018/2/2012-CA(Part-II)/FTS:34129 dated 24th June, 2015 are as below:

- 1.1 Period: Appointment of Shri Ashwani Soni to the post of Director (Projects), EIL for a period of 5 years from the date of his assumption of charge of the post w.e.f., 01.09.2014 or till the date of his superannuation or until further orders, whichever is the earliest and in accordance with the provisions of the Companies Act, 2013 as amended from time to time. The appointment may, however, be terminated even during this period by either side on three months notice or on payment of three months salary in lieu thereof.
- 1.2 After the expiry of the first year, the performance of Shri Ashwani Soni will be reviewed to enable the Government to take a view regarding continuance or otherwise for the balance period of tenure.
- 1.3 Headquarters : His headquarters will be at NEW DELHI where the registered office/headquarters of the CPSE is located. He will be liable to serve in any part of the country at the discretion of the CPSE.
- 1.4 Pay: Shri Ashwani Soni will draw a basic pay of ₹80,190/- per month in the scale of ₹75,000 – 1,00,000/- with effect from 01.09.2014.
- 1.5 Dearness Allowance : He would be paid DA in accordance with the new IDA scheme as spelt out in the DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.6 Annual Increment : He will be eligible to draw his annual increment @3% of basic pay on the anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
- 1.7 House Rent Allowance : He will be entitled to HRA as per the rates indicated in DPE's O.M. dated 26.11.2008.
- 1.8 Residential accommodation and recovery of rent for the accommodation so provided.
 - 1.8.1 Company's own accommodation : Wherever the CPSE has built residential flats in the industrial township or purchased residential flats in the cities, arrangements would be made by the CPSE to provide a suitable residential accommodation to him.
 - 1.8.2 Leased accommodation: If the CPSE either in township or is not able to provide residential accommodation out of the residential flats and purchased by it in the Headquarter, suitable accommodation could be arranged by the CPSE by taking the premises on lease basis at headquarter of the company. The Board of Directors may decide the size, type and locality of such accommodations as per DPE O.Ms. dated 05.06.2003, 26.11.2008 and 02.04.2009. For purpose of CTC, 30% of basic pay may be considered as expenditure on Housing.
 - 1.8.3 Self-lease : If he owns a house at the place of his posting (Headquarter) and is desirous of taking his own house on self-lease basis for his residential purposes, the CPSE can permit him to do so provided he executes a lease-deed in favour of the CPSE. The Board of Directors may decide the size, type and locality of such accommodations.
 - 1.8.4 Repair/maintenance of leased accommodation: The responsibility for repair and maintenance of leased accommodation is that of the lessor. Lease rent will be allowed only for 12 months in a year and no additional amount will be provided towards repair/maintenance of leased accommodation.
 - 1.8.5 Existing lease deeds : The lease agreement signed by the CPSE in respect of the accommodation taken on lease basis for him, if any, prior to 26.11.2008 would not be re-opened during the pendency of the lease period. The lease money, in other words, should not be hiked till the expiry of lease period. This proviso would be applicable even if he had been permitted to take his own house on self-lease basis.
 - 1.8.6 Office accommodation : No office accommodation at the expense of the CPSE would be provided or arranged by the CPSE at his residence.
- 1.9 Rent Recovery :
 - 1.9.1 CPSE's township/own flats: Recovery of rent for the accommodation arranged by the company in its own township or from the pool of flats purchased by it in cities and towns and so allotted to him would be made at the rate of 10% of basic pay from 01.09.2014 or the standard rent fixed by the company which ever is lower. Where the CPSE has prescribed flat rates of recovery in respect of accommodation in its townships depending on each type of accommodation i.e. recovery of rent on uniform basis for each type of accommodation, then rent would be paid by him as prescribed by the CPSE.

- 1.9.2 Leased accommodation : In respect of leased accommodation arranged by the CPSE, rent would be recovered from him at the rate of 10% of basic pay from (date of joining) 01.09.2014 or the actual rent whichever is lower.
- 1.10 Conveyance : As per DPE's OM No.2(23)/11-DPE(WC)-GL-V/13, dated 21.01.2013, the recovery amount (AC/non-AC) for private use/non-duty runs would be ₹2,000/- per month.
- 1.11 Leave : He will be remained subject to the Leave Rules of the CPSE.
- 1.12 Other Allowances/Perks : The Board of Directors will decide on the Allowances and Perks subject to a maximum ceiling of 50% of his basic pay as indicated in DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.13 Performance Related Payment: He shall be eligible for approved PRP as per DPE's O.Ms. dated 26.11.2008, 09.02.2009 and 02.04.2009.
- 1.14 Superannuation Benefits : He shall be eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated 26.11.2008 and 02.04.2009.
- 1.15 Conduct ,Discipline & Appeals Rules :
- 1.15.1 The Conduct, Discipline & Appeal Rules framed by the CPSE in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India.
- 1.15.2 The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.
- 1.16 Restriction on Joining Private Commercial Undertakings after Retirement/ Resignation
- Shri Ashwani Soni after retirement/resignation from the service of this CPSE shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which the CPSE has or had business relations within one year from the date of his/her retirement/resignation, without prior approval of the Government. In this connection, as required by DPE's OMs dated 15.05.2008 and 08.08.2012 the CPSE shall secure a bond from the incumbent for an appropriate sum of money payable by him/her as damages for any violation of the instructions imposed on him/her regarding his/her joining private commercial undertakings after retirement.
2. In respect of any other item, concerning him which is not covered in preceding paras, he will be governed by the relevant Rules/Instructions of the CPSE/Government.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of AGM Notice, except Shri Ashwani Soni who is proposed to be appointed. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Item No. 7

Section 188 of the Companies Act 2013 read with the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended prescribe certain procedure for approval of the related party transactions. The revised Clause 49 of the Listing Agreement has also prescribed seeking of the shareholders' approval for material related party transactions.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of the Equity Listing Agreement, the following transactions with Ramagundam Fertilizers and Chemicals Limited (RFCL) are material in nature and require the approval of the shareholders of the Company by a special resolution.

The information to be disclosed, as envisaged under Companies (Meeting of Board and its Powers) Rules, 2014 and amendments thereto and the Company's related party transaction policy are furnished here under:

Name of the related party	Ramagundam Fertilizers and Chemicals Limited (RFCL)
Name of the Director or key managerial personnel who is related, if any	Mr. Ram Singh, Director (Finance) Mr. Ajay N. Deshpande, Director (Technical) are the common directors on the Board of EIL as well as RFCL
Nature of relationship	Engineers India Ltd. (EIL) has a 26% equity stake in RFCL and EIL is providing EPCM services for the Ramagundam project



The nature, material terms, monetary value and particulars of the contract or arrangement	Details given below. The given transactions with RFCL is in the ordinary course of business and at arm's length.
Transaction 1 : ENGINEERING PROCUREMENT CONSTRUCTION MANAGEMENT (EPCM) SERVICES TO BE RENDERED BY EIL TO RAMAGUNDAM FERTILISERS AND CHEMICALS LIMITED (RFCL)	Nature of the contract –EPCM services consisting of Lump sum and Rate reimbursable portion Value of EPCM services – Lumpsum portion = ₹190 crore plus service tax. Additionally, man-day rate for foreign visit to vendor's works fixed @ ₹40815/- valid till 31.03.16, and an escalation thereon @ 8% p.a. Material terms of the contract <ul style="list-style-type: none"> • Zero Date –Date of Award to licensor for Urea or Ammonia unit, whichever is later • Mechanical Completion - 34 months from Zero date; Commissioning –2 months after Mechanical Completion • Payment terms –85% of total fees on monthly basis, 5% of total fees on Mechanical Completion, 5% of the total fees on Commissioning, 2% of total fees on submission of Final documentation, 3% upon completion of PGTR.
	<ul style="list-style-type: none"> • Contract Performance Guarantee - Security Deposit in the form of Corporate Guarantee for an amount of 5% of the Lump sum valid till commissioning. Upon commissioning, the Corporate Guarantee shall be replaced with a Performance Bank Guarantee of equivalent amount valid till the Defect Liability Period • Liquidated Damages towards delay – Maximum 5% of Lump sum fee • Liquidated Damages towards performance guarantee – Maximum 2.5% of the lump sum fee • Limitation of liability – 5% of the lump-sum fee excluding corrective services and patent infringement • Defect Liability Period – 18 months from Mechanical Completion or 12 months from Commissioning, whichever is earlier
Transaction 2: ENTERING INTO AN ARRANGEMENT WITH RFCL IN RESPECT OF RENDERING OF SERVICES TOWARDS SELECTION OF TECHNOLOGY LICENSOR ON COST REIMBURSABLE BASIS	Nature of the contract –Arrangement for rendering of services towards selection of technology licensor on cost reimbursable basis (including profit margin) Value of EPCM services – To be determined on cost reimbursable basis based on actual hours spent on the work
Any other relevant information	None

The above transactions were approved by the Audit Committee in its meeting held on 8th May 2015 and recommended by the Board of Directors in its meeting held on 27th May 2015, to the shareholders of the Company for their approval.

As per Clause 49 of the Listing Agreement, all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on the resolution(s) wherein approval of the material related party transactions is sought from the shareholders.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives except as stated above are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of AGM Notice. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Item No. 8

Shri Sanjay Gupta was appointed as Additional Director and Chairman & Managing Director w.e.f. 1.06.2015 by the Board of Directors of the Company pursuant to Article 83 and 93-A of the Articles of Association of the Company, applicable provisions of Companies Act, 2013 and in terms of Ministry of Petroleum & Natural Gas, Government of India letter No. C-31018/2/2014-CA/FTS:30457 dated 8.05.2015. In terms of Section 161 of the Companies Act, 2013, Shri Sanjay Gupta shall hold office up to the date of this Annual General Meeting. The Company has received valid notice along with requisite deposit from Shri Sanjay Gupta under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Chairman & Managing Director. In view of the background and vast experience, it will be in the interest of the Company that he continues as Chairman & Managing Director of the Company. Brief resume containing inter-alia the statutory disclosures of Shri Sanjay Gupta has been given in the Annexure to the Notice of 50th Annual General Meeting. The terms and conditions of his appointment issued vide Ministry of Petroleum & Natural Gas, Government of India File No. C-31018/2/2014-CA(Part-I)/FTS:38392 dated 15th June, 2015 are as below:

- 1.1 Period: Appointment of Shri Sanjay Gupta to the post of CMD, EIL will be for a period of five years from the date of his assumption of charge of the post on or after 01.06.2015, or till the date of his superannuation or until further orders, whichever is the earliest and in accordance with the provisions of the Companies Act, 2013 as amended from time to time. The appointment may, however, be terminated even during this period by either side on 3 months notice or on payment of three months salary in lieu thereof.
- 1.2 After the expiry of the first year, the performance of Shri Sanjay Gupta will be reviewed to enable the Government to take a view regarding continuance or otherwise for the balance period of tenure.
- 1.3 Headquarters: His headquarters will be at New Delhi where the registered office/headquarters of the CPSE is located. He will be liable to serve in any part of the country at the discretion of the CPSE.
- 1.4 Pay: Shri Sanjay Gupta will draw a basic pay of ₹85,040/- per month in the scale of ₹80,000 – 1,25,000/- from the date of assumption of office i.e. 01.06.2015.
- 1.5 Dearness Allowance: He would be paid DA in accordance with the new IDA scheme as spelt out in the DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.6 Annual Increment: He will be eligible to draw his annual increment @ 3% of basic pay on the anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted after completions of every two year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
- 1.7 House Rent Allowance: He will be entitled to HRA as per the rates indicated in DPE's O.M. dated 26.11.2008.
- 1.8 Residential accommodation and recovery of rent for the accommodation so provided.
 - 1.8.1 Company's own accommodation: Wherever the CPSE has built residential flats in the industrial township or purchased residential flats in the cities, arrangements would be made by the CPSE to provide a suitable residential accommodation to him.
 - 1.8.2 Leased accommodation: If the CPSE either in township or is not able to provide residential accommodation out of the residential flats and purchased by it in the Headquarter, suitable accommodation could be arranged by the CPSE by taking the premises on lease basis at headquarter of the company. The Board of Directors may decide the size, type and locality of such accommodations as per DPE O.Ms. dated 05.06.2013, 26.11.2008 and 02.04.2009. For purpose of CTC, 30% of basic pay may be considered as expenditure on Housing.
 - 1.8.3 Self-lease : If he owns a house at the place of his posting (Headquarter) and is desirous of taking his own house on self-lease basis for his residential purposes, the CPSE can permit him to do so provided he executes a lease-deed in favour of the CPSE. The Board of Directors may decide the size, type and locality of such accommodations.
 - 1.8.4 Repair/maintenance of leased accommodation: The responsibility for repair and maintenance of leased accommodation is that of the lessor. Lease rent will be allowed only for 12 months in a year and no additional amount will be provided towards repair/maintenance of leased accommodation.
 - 1.8.5 Existing lease deeds: The lease agreement signed by the CPSE in respect of the accommodation taken on lease basis for him, if any, prior to 26.11.2008 would not be re-opened during the pendency of the lease period. The lease money, in other words, should not be hiked till the expiry of lease period. This proviso would be applicable even if he had been permitted to take his own house self-lease basis.
 - 1.8.6 Office accommodation: No office accommodation at the expense of the CPSE would be provided or arranged by the CPSE at his residence.
- 1.9 Rent Recovery:
 - 1.9.1 CPSE's township/own flats: Recovery of rent for the accommodation arranged by the company in its own township or from the pool of flats purchased by it in cities and towns and so allotted to him would be made at the rate of 10% of basic pay from (date of joining) 01.06.2015 or the standard rent fixed by the company which ever is lower. Where the CPSE has prescribed flat rates of recovery in respect of accommodation in its townships depending on each type of accommodation i.e. recovery of rent on uniform basis for each type of accommodation, then rent would be paid by him as prescribed by the CPSE.
 - 1.9.2 Leased accommodation: In respect of leased accommodation arranged by the CPSE, rent would be recovered from him at the rate of 10% of basic pay from (date of joining) 01.06.2015 or the actual rent whichever is lower.
- 1.10 Conveyance: As per DPE's OM No. 2 (23)/11-DPE(WC)-GL- V/13, dated 21.01.2013, the recovery amount (AC/non-AC) for private use/non-duty runs would be ₹2000/-per month.

- 1.11 Leave: He will remain subject to the Leave Rules of the CPSE.
- 1.12 Other Allowances/Perks: The Board of Directors will decide on the Allowances and Perks subject to a maximum ceiling of 50% of his basic pay as indicated in DPE's O.M. dated 26.11.2008 and 02.04.2009.
- 1.13 Performance Related Payment: He shall be eligible for approved PRP as per DPE's O.Ms. dated 26.11.2008, 09.02.2009 and 02.04.2009.
- 1.14 Superannuation Benefits: He shall be eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated 26.11.2008 and 02.04.2009.
- 1.15 Conduct, Discipline & Appeals Rules:
 - 1.15.1 The Conduct, Discipline and Appeal Rules framed by the CPSE in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India.
 - 1.15.2 The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.
- 1.16 Restriction on Joining Private Commercial Undertakings after Retirement/Resignation

Shri Sanjay Gupta after retirement/resignation from the service of this CPSE shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which the CPSE has or had business relations within one year from the date of his/her retirement/resignation, without prior approval of the Government. In this connection, as required by the DPE's OMs dated 15.05.2008 and 08.08.2012 the CPSE shall secure a bond from the incumbent for an appropriate sum of money payable by him/her regarding his/her joining private commercial undertakings after retirement as damages for any violation of the instructions imposed on him/her.
2. In respect of any other item, concerning him which is not covered in preceding paras, he will be governed by the relevant Rules/Instructions of the CPSE/Government.

Your Directors recommend the resolution for approval of members.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 of AGM Notice, except Shri Sanjay Gupta who is proposed to be appointed. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

All documents referred above are open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

By order of the Board

Place: New Delhi
Date : July 10, 2015

(Rajan Kapur)
Company Secretary

Brief Resume of Directors, retiring by rotation and eligible for re-appointment vide Item Nos. 3 & 4 of Notice of 50th AGM:**Item No. 3**

Name	:	Ms. Veena Swarup
Father's Name	:	Lt. Col. Shanti Swarup
Designation	:	Director (HR)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	7 th June, 1956
Qualifications	:	MBA, Lucknow University
Experience	:	She has more than 3 decades of experience in the fields of human resource in the Petroleum and Natural Gas sector. Prior to joining EIL, Ms. Swarup was with ONGC since 1983, where she held several assignments including Head of Performance Management & Benchmarking Group, which steered Performance Contracts & Service Level Agreements between board level and unit chiefs. Her other assignment included setting up the ONGC Energy Center, Head HR at various Units of ONGC, Policy making and Negotiations with Collectives. She also headed the SAP-HR Project for ONGC, which was the largest Project in Asia at that time. She was deputed to MRPL as a change agent to initiate aligning the Company to Public Sector requirements. She also had a short stint in Directorate General of Hydrocarbons as the Head of Corporate Affairs and Human Resources. She has been associated with several prestigious Committees of DPE & SCOPE to review various policies with reference to Public Sectors. As Director (HR), EIL she is credited for bringing a transformational change in the functioning of HR in EIL and has taken several pathbreaking initiatives towards Talent Management, Training & Development, Employee Communication, CSR & Brand Building with a view to take EIL to greater heights. She has also been recognized in the field of Management by various agencies. Some of the Awards recently conferred to her include Legend Director of the Year 2014 by News Ink Media, Indian Achievers' Award for Corporate Leadership in Human Resources for outstanding achievements in Business & Social Service by Indian Achievers Forum.
Other Directorships	:	Nil
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	7
Shareholding in EIL	:	Nil
Relationship between Directors/ Key Managerial Personnel inter-se	:	None

**Item No. 4**

Name	:	Shri Ajay Narayan Deshpande
Father's Name	:	Shri Narayan Raghunath Deshpande
Designation	:	Director (Technical)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	2 nd January, 1958
Qualifications	:	Chemical Engineering – Nagpur University Post Graduate in Systems & Management, IIT, Delhi Advance Management Programme at ASCI-Hyderabad
Experience	:	He has worked in various capacities of our Company over the past 35 years, including oil and gas, refinery and petrochemicals sector, covering the functions of process design/development, research and development, plant operations and safety, heat & mass transfer, environmental engineering, specialist materials and maintenance services and information technology in the Technology Division. He has exposure to working in Projects Division also. He has been responsible for the business growth and technology initiatives of the Company and was also responsible for meeting the company's targets on R&D and sustainable development. He has co-authored seven patent applications on behalf of the Company. He has served as Director on the Board of Certification Engineers International Limited, a wholly owned subsidiary of Engineers India Limited for two years and is currently on the Board of Ramagundam Fertilizers and Chemicals Limited, EIL's JV with NFL and FCIL to undertake a brownfield project for Ammonia/ Urea production at Ramagundam. As Director (Technical), he is now responsible for all Technology and Engineering Divisions within the Company.
Other Directorships	:	Ramagundam Fertilizers and Chemicals Limited
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	6
Shareholding in EIL	:	3940 equity shares
Relationship between Directors/ Key Managerial Personnel inter-se	:	None

Brief Resume of Additional Directors vacating office at 50th AGM and proposed to be appointed vide Item Nos. 6 & 8 of Notice of 50th AGM:**Item No. 6**

Name	:	Shri Ashwani Soni
Father's Name	:	Shri Tilak Raj Soni
Designation	:	Director (Projects)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	16 th December, 1956
Qualifications	:	Bachelor degree in Mechanical Engineering from IIT-BHU, Varanasi, India MBA degree from Faculty of Management Studies (FMS), Delhi
Experience	:	Under his leadership, Project divisions are providing services for Refinery, Petrochemical, Power, Metallurgy, Pipelines & Off-shore projects. He also oversees Project Services (Planning), Construction Management and Regional offices at Vadodara, Chennai & Kolkata. He joined EIL in 1979 as a Management Trainee. He has over 36 years of diversified experience in execution of Refinery & Petrochemical projects, onshore & offshore terminals, captive power plants, onshore & offshore Pipelines and Non-Ferrous Metallurgy Projects. He is a member of the Oil Industry Safety Directorate (OISD) of India responsible for preparation of Standards related to Hydrocarbon Pipelines and Bureau of Indian Standards (BIS). Shri Soni has chaired a number of conferences and presented many papers in national and international Conferences/Forums including pipelines conferences organized in India. He is also on the Panel of ASME B31 Committee for finalization of ASME codes.
Other Directorships	:	Nil
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	4
Shareholding in EIL	:	100 equity shares (holding jointly as second holder)
Relationship between Directors/ Key Managerial Personnel inter-se	:	None

**Item No. 8**

Name	:	Shri Sanjay Gupta
Father's Name	:	Shri Jyoti Swaroop Gupta
Designation	:	Chairman & Managing Director and Addl. Charge-Director (Commercial)
Official Address	:	Engineers India Limited 1, Bhikaiji Cama Place, New Delhi-110066
Date of Birth	:	29 th October, 1957
Qualifications	:	B.E. from IIT, Roorkee
Experience	:	He has about 34 years of experience in implementation of mega grassroots and brown field projects in Refineries and Petrochemicals. He was also entrusted with the task of leading the implementation of the first ever OBE Project and pioneered the same in the Hydrocarbon sector in India. Several projects on this mode have been implemented by the Company, thereafter. He has hitherto also been additionally responsible for all the commercial functions of the Company including Estimation, Contracting, Inspection and Business Development. He has been engaged in consolidation, internationalization and strategy building for the Company. The improvement of Governance function of the Company while providing emphasis on project delivery to the owners is the cardinal principle around which all the efforts are being expanded.
Other Directorships	:	Certification Engineers International Ltd. (as Part-time Chairman) TEIL Projects Ltd. (as Part-time Chairman) EIL Asia Pacific Sdn. Bhd. Jabal ELIOT Co. Ltd.
Other Committee Memberships/Chairmanships	:	Nil
Number of Board Meeting(s) attended	:	7
Shareholding in EIL	:	60 equity shares
Relationship between Directors/ Key Managerial Personnel inter-se	:	None

Directors' Report

Dear Members,

Your Directors have great pleasure in presenting the 50th Annual Report for the financial year ended 31st March, 2015 along with Audited Statement of Accounts, the Auditors' Report and Review of the Accounts by the Comptroller and Auditor General of India.

2014-15 in Retrospect

Your Company sustained its good performance during FY 2014-15. The key highlights of the financial performance of the Company for the year, as stated in the audited financial statement, along with the corresponding performance for the year are as under:

Financial Performance

(Figures in ₹ Lakhs)

No.	Description	2014-15	2013-14
A (i)	INCOME FROM SERVICES RENDERED	171300	182359
A (ii)	OTHER INCOME	27311	23209
	TOTAL INCOME	198611	205568
B.	EXPENDITURE		
i)	Cost of rendering services	149892	134310
ii)	Depreciation	1963	1455
	TOTAL	151855	135765
C	PROFIT BEFORE TAX (A-B)	46756	69803
D	Provision for Current tax	15924	21375
E	Provision for Deferred Tax	(90)	550
F	Prior Period Tax Adjustments, Short/(Excess)	124	(98)
G	PROFIT AFTER TAX (C-D-E-F)	30798	47976
H	Dividend	16847	21900
I	Tax on Dividend	3302	3654
J	CSR Activity Reserve	(20)	609
K	Retained Profits	10669	21813
L	RESERVES & SURPLUS	239943	229329
M	NET WORTH	256790	246176

Segment wise Performance

(Figures in ₹ Lakhs)

Consultancy & Engineering Projects	Year ended 31.03.2015	Year ended 31.03.2014
Segment Revenue		
Consultancy & Engineering Projects	94797	110907
Turnkey Projects	76503	71452
Total	171300	182359
Segment Profit From Operations		
Consultancy & Engineering Projects	22791	49196
Turnkey Projects	5602	4033
Total (A)	28393	53229

Prior period adjustment	818	277
Interest	23	6
Other un-allocable expenditure	8107	6352
Total (B)	8948	6635
Other Income (C)	27311	23209
Profit Before Tax (A-B+C)	46756	69803
Capital Employed (*)	256790	246176

(*) Fixed Assets used in the Company's Business or Liabilities Contracted have not been identified to any of the reportable segments as the fixed assets and support services are used interchangeably between segments. Accordingly, no disclosure relating to segment wise assets and liabilities has been made.

Dividend

The Board of Directors of the Company has recommended a final dividend of ₹2/- per share (of face value of ₹5/- per share) for the financial year 2014-15, in addition to ₹3/- per share interim dividend already paid during the year. With this, the total dividend for the financial year 2014-15 works out to ₹5/- per share amounting to ₹16846.83 lacs excluding dividend distribution tax. The payment of final dividend is, however, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company which shall be paid to the Members whose names appear in the Register of Members as well as beneficial ownership position provided by NSDL/CDSL as on 18th August, 2015.

Investor Relations

EIL is constantly striving to improve its relations with all stakeholders and build a long term, healthy relationship based on trust and transparency. The Company treats all stakeholders at par and maintains disclosure and transparency in sharing information on financial performance, business outlook and strategic developments. Your Company is equally committed to strict compliance to disclosure and government norms as per applicable rules and guidelines and maintains an impartial treatment with all its stakeholders. Your Company aims to achieve this by fulfilling its responsibilities to shareholders through fair disclosure of information and bilateral communication.

EIL is committed to sharing information with shareholders, investors, financial analysts, press and other stakeholders. The Management and Investor Relations (IR) Cell regularly engage in communication with Investors and Analysts through One-on-One meetings, conference calls, conference participation and road shows, if required, as well as actively organizing and participating in investor events, such as Annual General Meetings, Press Conferences and Analyst Conferences. The IR team utilizes various communication channels and materials including presentations, press releases, financial fact sheets, business outlook and strategic developments for disseminating pertinent and timely information.

Management Discussion & Analysis

A separate report on Management Discussion and Analysis is annexed to this Report.

Consultancy Assignments (Domestic)

Offshore Oil and Gas

During the year, EIL continued to make considerable progress in Offshore Oil & Gas and LNG sectors in India and overseas.

The following consultancy assignments were successfully completed in Offshore Oil & Gas during the year:

- Project Management Consultancy (PMC) services for Well-head, Process-cum-Living Quarters Platform and Submarine Pipelines of Deen Dayal Field Development Project of Gujarat State Petroleum Corporation Limited (GSPC) at Mallavaram, Andhra Pradesh.
- Re-qualification and Re-certification of 50 offshore jackets for ONGC.
- Front End Engineering Design (FEED) for Marine Works, Storage Tanks and Re-gasification Terminal for Pertonet LNG Limited's 5 MMTA Gangavaram LNG Terminal.

During the year, EIL secured the following orders against stiff competition and implementation has taken off in right earnest:

- Remedial measures for ONGC's 42" SBHT Pipeline at Umharat sea beach.
- FEED for Marine Works, Storage Tanks and Re-gasification Terminal for LNG Terminal at Chhara of HPCL Shapoorji Energy Limited (joint venture project of HPCL and Shapoorji Energy Limited).

Additionally, the following Offshore Oil & Gas projects are currently under execution:

- Pre-award activities for ONGC's Water Injection South (WIS) platform.
- PMC for Dahej Expansion Ph-III A Project of Petronet LNG Limited.
- Revamping of Unmanned platforms (50 nos.) Phase-II of ONGC.
- Consultancy services for post award activities for ONGC's BPA-BPB revamp project.

Onshore Oil & Gas

EIL is providing PMC services for Cairn's Associated Facilities Project at Mangala Processing Terminal (MPT) comprising Storage Tanks and Export System, Power Generation & Distribution system and integrated balance works.

Pipelines

EIL has a significant track record in design and execution of cross-country pipelines for transportation of crude oil, refined petroleum products, natural gas and LPG. The following assignments have been successfully completed during the year:

- Detailed Feasibility Report (DFR) for 1400 km Dhamra-Numaligarh Crude Oil Pipeline for Numaligarh Refinery Limited (NRL).
- DFR for 672 km Capacity Augmentation of Vijaipur-Auriya-Phulpur Gas Pipeline for GAIL (India) Limited.
- DFR for 1850 km Phulpur-Haldia Gas Pipeline including spurlines for GAIL.
- Supply of gas through spurlines to Hubballi/ Dharwar twin cities for GAIL.
- 10" x 26 km LPG Onshore/Offshore Pipeline from Mumbai

Refineries of Bharat Petroleum Corporation Limited (BPCL)/ Hindustan Petroleum Corporation Limited (HPCL) to Uran for BPCL.

- 24" HDD Ganga River crossing for GAIL.

The following major pipeline projects are in progress:

- 12"/ 8" x 450 km Kochi-Coimbatore –Erode-Salem LPG Pipeline for BPCL.
- 18" x 45 km Re-routing of Mumbai-Manmad Pipeline for BPCL.
- 24"/ 18"/ 8"/ 4" x 243 km Replacement of KG Basin Pipeline.
- 36" x 860 km Mehsana-Bathinda Pipeline along with 24"/ 18"/ 16"/ 8" x 726 km spurlines for GSPL India Gasnet Limited (GIGL).
- 36"/30"/24" x 1428 km Mallavaram-Bhopal-Bhilwara-Vijaipur Pipeline along with 30"/ 24"/ 18" x 477 km spurlines for GSPL India Transco Limited (GITL).
- 12" x 100 km Hazira-Dahej Naphtha Pipeline for ONGC.
- 18"/ 16" x 275 km Natural Gas Pipeline from Vijaipur to Kota and Spurline to Chittorgarh for GAIL.
- 36" HDD Satluj river crossing and 18" HDD Yamuna river crossing for GAIL.
- 8" HDD Narmada river crossing for ONGC.
- 16" HDD Saloni river crossing for GAIL.
- Upgradation of pumping stations for Naharkatiya-Barauni Crude Oil Pipeline of Oil India Limited (OIL).

Petroleum Refining

During the year, the Company achieved significant progress on the following major petroleum refinery projects:

- The Integrated Refinery Expansion Project of BPCL Kochi Refinery aims to increase refining capacity from the current 9.5 MMTA to 15.5 MMTA and comprises process units viz., CDU/VDU, DHD, VGO-HDT, Petro FCC, DCU, associated utilities including CPP, Offsite facilities and revamping of existing Naphtha Hydro-Desulphurization and Semi-Regenerative Reformer units. Engineering activities for the project have been completed while the construction activities are progressing in full swing.
- EIL is providing EPCM services for the CDU-4 project of BPCL Mumbai Refinery. Designed for a capacity of 6 MMTA, the new grass root facilities will replace the ageing CDU-1 and CDU-2 Units. The project is in advanced stage of implementation and the pre-commissioning activities have commenced.
- PMC services for the installation of a new Diesel Hydrotreater unit (2.4 MMTA) and Associated Facilities at BPCL Mumbai Refinery commenced during the year. Procurement of critical Long Lead Items (LLIs) has been initiated.
- EPCM services for conversion of CRU to ISOM and revamp of NHDS to NHT at BPCL Mumbai Refinery commenced during the year to maximize Isomate yield and Octane Number and produce special products like Food Grade Hexane. Detailed engineering and procurement of LLIs are under progress.
- A Tail Gas Treating Unit using indigenous technology developed by EIL R&D is being installed in the existing Sulphur Recovery Unit of HPCL Vizag Refinery to achieve an overall sulphur recovery of 99.9%. Detailed engineering and all procurement activities for the project have been completed.
- The CCU Reactor Replacement Project at BPCL Mumbai Refinery was successfully commissioned during the year.

- Basic design services for Low Cost Debottlenecking of BORL, Bina have commenced. This will augment the refinery capacity from 6 MMTPA to 7.5 MMTPA. Finalization of Licensors is under progress.
- PMC services for implementation of 366 MW Captive Power Plant of IOCL's 15 MMTPA Paradip Refinery Project. Commissioning activities are progressing in full swing.
- Under Phase-III Refinery Expansion Project, the capacity of Mangalore Refinery of MRPL has been increased to 15 MMTPA by adding a new CDU/VDU of 3 MMTPA and associated facilities. The Project has been implemented on hybrid mode of PMC-LSTK, OBE and EPCM. All process units and associated utilities have been completed.
- Wax Project of Numaligarh Refinery Limited was successfully commissioned during the year achieving the design product quality. The project was based on inhouse Dewaxing/Deoiling technology developed jointly by EIL & IIP.
- Procurement and construction activities are in progress for EPCM Services of New Coke Chamber and Allied Modernization Facilities of IOCL, Barauni.
- Process, detailed engineering and procurement activities are in progress for the EPCM Services contract for INDAdapt⁶ Unit of IOCL, Guwahati. Piling work is completed and Civil & structural works are in progress.
- Pre-award activities are in progress for PMC services for Distillate Yield Improvement Project at IOCL Haldia Refinery. The Project shall be executed in hybrid mode.
- Major engineering has been completed for the Engineering Services for Augmentation of Purge Treatment Unit in IOCL Haldia Refinery.
- Major engineering has been completed for Engineering Services for Revamp of INDMAX Unit of IOCL Guwahati Refinery.

Petrochemicals

Significant progress has been made on the following petrochemical projects:

- Dahej Petrochemical Complex of ONGC Petro additions Limited (OPaL) is being executed on PMC mode. The Project consists of 1100 KTA Dual Feed Ethylene Cracker, HDPE, LLDPE/ HDPE Swing Unit, PP units, Captive Power Plant and associated Utilities and Offsites. The Dual Feed Cracker, HDPE, PP and Butene units have been mechanically completed and LLDPE/HDPE Swing Unit is in advanced stage of completion. A number of utilities have been commissioned.
- Assam Gas Cracker Project, a grass-root petrochemical project of Brahmaputra Cracker and Polymer Limited, is being executed by EIL on EPCM mode. The project comprises Gas Sweetening Unit, C2+ Separation Unit, Gas Dehydration Unit, Ethylene Cracker, LLDPE/ HDPE, PP and supporting Utilities, Offsites and Pipelines. Mechanical Completion has been achieved for the complex and pre-commissioning/commissioning activities are in progress. The availability of petrochemicals from the project will boost the development of plastic industry in the North-Eastern region of the country.
- Petrochemical Complex-II Project at Vijaipur, Madhya Pradesh and Pata, Uttar Pradesh of GAIL is being executed on EPCM route. The Petrochemical complex consisting of Gas Sweetening and

Gas Processing units with associated Captive Power Plant and Utilities and Offsite at Vijaipur and Gas Cracker complex, GPU-II, LLDPE/HDPE (Swing unit) and Butene-1 Units at Pata have been successfully commissioned. The Plant is under stabilization.

- Engineering activities have commenced for Integrated Methanol and Acetic Acid Plant of Assam Petrochemical Limited at Namrup, Assam.
- Work on the Propylene Derivative Petrochemical Plant of BPCL Kochi Refinery comprising Acrylic Acid Unit, Oxo-Alcohol Unit and Acrylates Unit has commenced.

Strategic Storages

Dominance of fossil fuel in the energy basket of India is poised to continue. Therefore, the need for energy security has been a key imperative for Government of India. Recognizing the country's dependence on imported oil and gas resources, Government of India (GoI) is implementing the Strategic Crude Oil Storage Programme in two phases.

Under Phase-I of the Strategic Storage programme, EIL is providing PMC services to Indian Strategic Petroleum Reserves Limited (ISPRL) for construction of underground unlined rock cavern storages in Vishakhapatnam, Mangalore and Padur having a total capacity of 5.33 MMT. During the year, significant progress has been achieved and the Vishakhapatnam storage is receiving crude oil. Pre-commissioning activities are underway at Mangalore and Padur.

The feasibility studies for the Phase-II Strategic Storage programme have been undertaken by EIL and the DPRs have been submitted to ISPRL for a capacity of 12.5 MMT planned at four selected locations.

Metallurgy

The following key metallurgy projects/assignments were completed during the year:

- Cost Updation for Aditya and Mahan Aluminium Smelter Projects of Hindalco Industries Limited (HIL).
- Electrical Safety Audit for Hirakud Smelter of HIL.
- Installation of Fixed Long Distance Conveyor facility and Semi Mobile Crushing Plant of Nalco Mines at Damanjodi.
- Scoping Study for Mechanised Production and Evacuation of Iron Ore from Kurmitar Project of Odisha Mining Corporation Limited (OMC). Based on the study report, OMC has awarded the preparation of detailed feasibility report to EIL which is under progress.

The following Projects/Assignments are under progress:

- Appointment of Mine Developer-cum-Operator for Kapurdi and Jalipa Mines of Barmer Lignite Mining Company Limited in Rajasthan.
- Feasibility Study for revamping of Rectifier Station-I for Hirakud Smelter of HIL.

Infrastructure

In the Infrastructure sector, EIL is providing a wide spectrum of services such as Project Management, Third Party Inspection (TPI), Quality Assurance, Independent Engineer & Lender's Engineer services, Project Appraisal and project execution services.

The following infrastructure projects were completed during the year:

- Data Centre Complexes for Unique Identification Authority of India (UIDAI) at Manesar and Bengaluru.
- Preparation of Major Development Plan for construction of South-East Pier of Terminal Building, Tunnel Road under Runway and New Parallel Taxiway with associated facilities for Chhatrapati Shivaji International Airport in Mumbai.
- Construction of Housing Blocks of Rajiv Gandhi Institute of Petroleum Technology (RGIPT), Jais, U.P.
- EIL's Green office complexes at Gurgaon and Chennai.

The following major projects were secured by the Company in the Infrastructure sector during the year:

- PMC services for Head Quarters Building of UIDAI in Delhi.
- PMC services for Inland Container Depot for Container Corporation of India Limited.
- PMC services for Air-conditioning and Lab Equipment of Chemical Laboratory Building of Delhi University.
- Extension of TPI services for Infrastructure Projects of Pune Municipal Corporation.
- TPI services for Warehouses of Maharashtra State Warehousing Corporation.

Fertilizers

Pursuant to declaration of New Investment Policy in January, 2013 by the Government of India and its amendment in September, 2014, the Fertilizer sector in India is expected to grow in the near future. EIL is leveraging its capabilities and global network to tap significant business opportunities presented by this sector in India and Overseas. The Company has achieved considerable success in this sector.

During the year, EIL executed the Detailed Engineering assignment for M/s Indogulf Fertilizer for the revamp of Ammonia and Urea plant at Jagdishpur. Construction assistance was also provided for successful execution of revamp schemes.

As part of strategic investments in the Fertilizer sector, EIL has taken equity participation in Revival of Ramagundam Fertilizer Project along with National Fertilizer Limited and Fertilizer Corporation of India Limited. A joint venture company (M/s Ramagundam Fertilizers and Chemicals Limited) has been formed to pilot this project. Letter of Award to EIL for carrying out the execution of this project on EPCM mode has been issued.

Capitalizing on the availability of cheap feedstock at strategic overseas locations for new fertilizer projects, EIL has also bagged major projects abroad against stiff international competition.

Water and Waste Management

The following major projects/assignments were secured by the Company during the year:

- Engineering Consultancy Services for 5 MLD seawater desalination plant at Odisha Sand Complex, Ganjam, Odisha for Bhabha Atomic Research Centre (BARC).
- Preparation of DPR for abatement of Pollution in Buddha Nala in Ludhiana for Punjab Water Supply & Sewerage Board.

The Interceptor Sewer Project of Delhi Jal Board (DJB) for abatement

of pollution in River Yamuna witnessed significant progress during the year. Package-1 is ready and Packages-2 to 6 are partially ready.

Power

The Power sector continued to be a key focus area for EIL with the Company executing projects in Nuclear, Solar & Thermal Power sectors.

Nuclear

- In the Nuclear power sector, EIL is carrying out major engineering works for the greenfield Nuclear Fuel Complex at Kota, Rajasthan for Nuclear Fuel Complex. During the year, engineering and procurement activities progressed, while site activities were initiated with the award of site grading tender.
- The assignment from Nuclear Recycle Board, Bhabha Atomic Research Centre for carrying out seismic evaluation for two clusters of buildings at Indira Gandhi Centre for Atomic Research (IGCAR), Kalpakkam and re-qualifying them for safe operation has been completed. In this project, EIL implemented a number of state-of-the-art technologies pertaining to seismic qualification for the first time which includes seismic assessment of structures based on pushover analysis and probabilistic assessment of the structures using fragility curves.

Thermal

- EIL is implementing a Captive Cogeneration Power Plant for the first time on EPCM mode for BPCL Kochi. The project entails setting up of facilities for generation of 103.5 MW of power and 830 TPH of steam. During the year, the Company completed all ordering and major progress was achieved in supply and erection.
- BORL had appointed EIL as PMC for 160 TPH Utility Boiler Package. Boiler light up was achieved in a record time of 17 months and steam exported to process units.
- EIL has taken up the feasibility study for utilization of 2640 TPD Petcoke for generation of refinery steam and power for IOCL Panipat.
- Adani Enterprise Limited has entrusted EIL with a comparative study of coal to polygen and coal to power for 29 MMTPA of coal at Chhattisgarh which is under progress.

Solar/Renewables

- EIL provided EPCM services for the 1x125 MW Solar Thermal Power project of Reliance Infrastructure Limited which was synchronized and commissioned during the year.
- EIL prepared Feasibility Report for setting up a Special Purpose Vehicle for implementation of large scale grid connected renewable energy projects in India for Ministry of Petroleum and Natural Gas (MoPNG).
- Detailed Feasibility Study for installation of Solar PV systems at GAIL's petrochemical complex in Pata, U.P. is in progress.

Overseas Assignments

EIL has a significant global footprint, particularly in the Middle East and Africa, where it is executing a host of hydrocarbon and petrochemical projects for global energy majors.

During the year, the following overseas projects were completed by the Company:

- PMC services for Rehabilitation and Adaptation project of Skikda

Refinery of SONATRACH, Algeria. The plant is currently under operation at full capacity of 16.5 MMTPA.

- PMC Services for EPC Phase of Habshan Acid Gas Flare Recovery project of GASCO, Abu Dhabi.
- Study for Crude Unit Tower Debottlenecking at Abu Dhabi Refinery of Takreer.
- FEED Development for installation of Flow Orifice in Raw Ethane Line to Fuel Gas System & Treater in Train 3 for GASCO, Abu Dhabi.
- Engineering Consultancy for ZAP Replacement of Corroded piping network for ADMA OPCO, Abu Dhabi.
- PMC Services for Das Temporary Accommodation EPC project of ADGAS at Das Island, Abu Dhabi.

EIL achieved substantial progress in the following projects:

- Detailed Engineering & Procurement services for Slop System Rehabilitation & Drains Upgrade at Umm Shaif Super Complex (USSC) of Abu Dhabi Marine Operating Company (ADMA-OPCO).
- PMC services for EPC of Upgrade & Replacement of Substations project Phase-1 of ADGAS.
- PMC services for Pipeline projects of GASCO, Abu Dhabi.
- Licensor selection & FEED for Liwa Plastics Project (Integrated Petrochemical Complex) of Oman Refineries and Petroleum Industries Company (Orpic) at Sohar, Oman have been completed during the year and the project is now nearing the tendering stage.
- EPC tenders have been issued and procurement for long lead items has been initiated for RFCC revamp and various unit improvements work at Sohar Refinery, Oman.
- FEED has been prepared for Petcoke Storage & Handling Facility at Sohar Port, near Sohar Refinery and EPC tender has been floated by client.
- FEED Package preparation is under progress for Greenfield Project of Brass Fertilizer Company Limited (BFCL)'s Greenfield Project consisting of Ammonia (2200 MTPD), Urea (3850 MTPD) and Methanol (5000 MTPD) units along with associated Utilities and Offsites including dispatch facility and Jetty at Brass Island in Nigeria.
- Preparation of Pre-Feasibility Study Report is under progress for Engineering Consultancy services for setting up an Ammonia and Urea Fertilizer complex in extreme weather conditions in Sakha Province of Russia.
- Under PMC services for Rehabilitation and Adaptation of Algiers Refinery of SONATRACH, substantial progress has been achieved on construction front.
- Advance FEED studies for Kuzey-Marmara Fixed Offshore platform and Pipelines of Turkish Petroleum Corporation, Turkey.

Major assignments secured in the overseas market include:

- Dangote Refinery and Petrochemical Project comprising a 460,000 BPSD grassroots Petroleum Refinery & 690 KTPA Petrochemical Complex at Lekki Free Trade Zone, Nigeria for Dangote Oil Refining Company. The major process units in Refinery include Crude Distillation Unit (CDU), a Residue Fluid Catalytic Cracking unit, MS Block, a Mild Hydrocracker unit, Alkylation and Sulphuric Acid Regeneration Unit, Product Treatment units, Polypropylene Unit, Sulphur block and associated Utilities generation & Offsite

facilities. The Project facilities include Crude oil receipt & storage including two SPMs with associated offshore/onshore pipelines. The product dispatch facilities include product disposal through road as well as ships. Dispatch of products comprise pumping facility, onshore & offshore pipeline as well as three SPMs. EIL is providing Basic Design, Engineering and Project Management services for this prestigious project.

- PMC for Liwa Plastics Project of Orpic, Oman.
- PMC for RFCC unit revamp and other improvement works at Sohar Refinery for Orpic, Oman.
- PMC for Preparation of FEED & award of EPC Contract for Petcoke Storage & Handling facility at Sohar Port for Orpic, Oman.
- PMC Services for Ammonia, Urea & Methanol Project for Brass Fertilizer, Nigeria.

Turnkey Projects

EIL is executing a number of turnkey projects either on LSTK mode or on the 'Open Book Estimate (OBE)' basis. Substantial progress was made in the following LSTK/OBE jobs under implementation during the year:

- Detailed Engineering and ordering activities are in advanced stage of completion for Resid Upgradation Project of CPCL, Chennai. All major long lead items have been ordered. Civil/ structural, U/G Piping, Mechanical & A/G Piping works are in progress.
- PFCC Unit, Sulphur Recovery unit and Polypropylene units of Mangalore Refinery Expansion Phase-III project of MRPL have been successfully commissioned.
- South Jetty Pipeline project for loading/unloading of petroleum products and crude oil for IOCL Paradip Refinery, being executed on OBE mode, has progressed well during the year.
- GSPC, as a part of Deen Dayal Field Development Project, has implemented an Onshore Gas Terminal (OGT) facility at Mallavaram in Andhra Pradesh. The project has been executed by EIL on OBE mode and consists of two trains of 100 MMSCFD each. Mechanical Completion of the plant was achieved during the year.

During the year, EIL was successful in securing the job for executing Hazira Modification Job under Daman Development Project on OBE basis from ONGC.

Performance of Divisions

Process Design & Development

The Process Design & Development Division of EIL continued its efforts to secure business from new clients besides serving various existing clients, both in India and in overseas. Prominent assignments undertaken by the Division during the year include the following:

- Detailed Feasibility Report (DFR) for a state-of-the-art Refinery cum Petrochemical Complex for HPCL for processing Rajasthan crude located at Barmer. The refinery capacity is 9MMTPA with maximization of Petrochemicals like Polypropylene and Polyethylene.
- Configuration Study and DFR for HPCL's Mumbai Refinery for expansion of crude processing capacity from 7.5MMPTA to 9.5 MMPTA.
- Configuration Study and Capacity Expansion study for BPCL's

Mahul Refinery for enhancing crude processing from 12 MMTPA to 14MMTPA.

- Wax Production facilities of the Numaligarh Refinery have been successfully commissioned.
- Residual and Detailed Engineering of a grassroot Crude Distillation Unit (CDU-4) at BPCL's Mumbai Refinery for 6 MMPTA crude processing capacity.
- Detailed Engineering for the Integrated Refinery Expansion Project of BPCL's Kochi Refinery for enhancing crude processing capacity from 9.5 to 15.5 MMTPA.
- DFR for 6 MMTPA expansion of Numaligarh Refinery based on 100% Sour Crude Processing.
- DFR for Capacity Expansion of IOCL's Gujarat Refinery from a crude processing capacity of 13.7 MMTPA to 18 MMTPA.
- Feasibility Study for Assessment of Land, Power and Water requirement for Coal to Liquids Project to produce 80000 BPD of liquid fuel for IPCOL, Odisha.
- Detailed Feasibility Study for Low Cost Expansion of Bharat Oman's Refinery at Bina for enhancing the existing crude processing capacity from 6 MMTPA to 7.5 MMTPA.
- Detailed Engineering of 2.2 MMTPA DCU unit of CPCL's Chennai Refinery as part of the EPC project activities.
- FEED preparation for Revamp of Unmanned Platform Phase-II for ONGC is under progress.
- PMC services for BPA/BPB offshore facilities for ONGC.
- Configuration study for setting up a Grassroot Refinery of 200,000 BPSD at Angola for Sonaref.
- Detailed Engineering for INDAdapt⁶ unit of 35KTPA capacity being set up at IOCL's Guwahati Refinery with indigenous technology developed in association with IOCL R&D.
- Feed Augmentation study with Ethane import facilities for GAIL's Petrochemical Complex at Vijaipur and Pata.
- Feasibility study for Utilization of Pet coke via the gasification route for value addition for NFL at Nangal.
- Assessment and utilization of gas for the Western Offshore assets for ONGC to examine the potential for further optimization of gas usage.
- Pre-feasibility Report for Adani Enterprises Limited (AEL) for Coal gasification to polygeneration at their facilities located at Mundra.
- Licensor evaluation for a grassroot Diesel Hydrotreater Unit for BPCL's Mumbai Refinery. Design of new and revamp of associated facilities i.e., SWS, ARU, Utilities and Offsites.
- Vetting of Prefeasibility Report carried out by AEL in Chhattisgarh for Polygeneration.
- DFR for expanding HPCL's Vizag Refinery crude processing capacity to 15 MMTPA with inclusion of suitable bottom upgradation facilities for distillate yield and product quality improvement.
- Study Report for capacity debottlenecking of existing Crude Distillation Unit for Takreer Refinery, Abu Dhabi.
- Basic Engineering Design Package of Visbreaker Revamp with installation of Soaker internals at IOCL's Haldia Refinery in collaboration with IIP.
- Advance FEED package for Kuzey-Marmara DP-1 & DP-2 platform offshore facilities for Turkish Petroleum Corporation (TPAO).

- FEED development for WIS Reconstruction Project to install a new water injection platform with a capacity of 3720 m³/hr at Mumbai High south field, ONGC.
- Study report for examining the impact of high H₂S content in ONGC's B193 platform.
- Coke Chamber replacement and Modernization of Coker-A of IOCL's Barauni Refinery.
- Reviewed LSTK documents for 2200 TPD Ammonia, 4000 TPD Urea & Methanol complex of Indorama, Nigeria.
- Reviewed early work contractor documents for 5000 TPD Methanol and 3850 TPD Urea complex for Brass Fertilizers, Nigeria.
- Licensor selection for Ammonia, Urea technologies & Detailed Feasibility Report preparation for revival of Ramagundam Fertilizer Project.
- Prefeasibility study for 2200 TPD ammonia & 3850 TPD urea plant in Siberia, Russia for Global Steel.
- Licensor selection & PMC services for a grassroot 890 KTPA Dual Feed Cracker unit & associated polymer facilities of Liwa Plastics Project for Orpic, Oman.
- Basic and detailed design of the associated utility and offsites facilities as well as detailed engineering services for 460,000 BPSD Dangote Refinery and Petrochemicals Complex for Dangote Oil Refinery Company Limited, Lekki, Nigeria.
- RFCC Revamp Project at Sohar Refinery, Orpic: Preparation of Basic Design package for the RFCC Amine Absorber unit, preparation of FEED Package for the RFCC Revamp, CDU Modification, PRU Revamp and LPG Merox revamp.
- PMC services for FEED Packages, Design of Tankages and Mounded Storages for Lobito Refinery Project of Sonangol EP.
- Distillate Yield Improvement Project (Aishwarya project) of IOCL's Haldia Refinery.

Engineering

During the year, the Engineering Division of EIL continued its efforts towards providing optimized and value added services for all ongoing projects consistent with the client requirements and objectives of the Company. The Division maintained its focus on key areas like System Improvement and improvement of quality of deliverables, Control of Rework related wastage by use of Database, Repeatability of Design, Enhanced Software applications and overall implementation of Electronic data management system and improved information exchange and communication systems resulting in less manual interfaces. Major emphasis was laid on Automation and Standardization of systems, implementation of Internal Audit and Monitoring, updation of specifications standards and guides. A large number of improved processes, new concepts and technologies were implemented for the first time this year and some of them are as follows:

- Basic design and engineering of Non-Conventional Coke Dispatch scheme for the Aishwarya Project of IOCL to accomplish complete rake loading within limited space.
- Basic engineering and procurement of energy efficient VAV (variable air volume) air conditioning system for lab building in MRPL Phase-III expansion project and VRF (variable refrigerant flow) air conditioning system for MBBVPL project of GITL.
- Conceptualization of HVAC system for Catalyst, Chemical and TEAL storage building for Dahej Petrochemical complex (OPaL)

and developing detailed HVAC scheme for hazardous areas handling critical chemicals like Peroxide, TEAL etc.

- Detailed engineering of CDSP unit of DCU Project of CPCL, for the first time in EIL.
- Engineering for procurement of Hot Gas Power Recovery Expander Generator of about 2 x 23 MWe rating, handling hot flue gases at around 760 °C for FCC Unit of Dangote Refinery & Petrochemical Project in Nigeria, thereby recovering the energy of hot gases.
- Engineering for procurement of 4 x 40 MWe Steam Turbine Generator Packages (VHP steam inlet, dual controlled extraction & condensing type) for DRPP Project, DORC-Nigeria.
- Engineering for procurement of 66KV, 2500A, 40KA (1 sec.), 66KV, Double Bus, Indoor Gas Insulated Switchboard (GIS) having approx. 40 panels for Dangote Refinery & Petrochemical Project, Nigeria.
- Procurement Engineering for Nitrogen Injection Fire Protection System (NIFPS) against conventional water sprinkler system for 2 nos 20/25MVA, 22/6.9KV Power Transformers for CDU-4 project of BPCL- Mumbai.
- In situ type Panel mounted IR based SOx/NOx/CO analysers for Continuous Emission Monitoring of Stack with remote monitoring and calibration facility from Pollution Control Board thereby replacing Analyser Shelters resulting in reduction in both Capex and Opex.
- Provision of Ultrasonic Liquid Flow Metering skid for custody transfer with centralised calibration and meter proving facility.
- IR based Platform Intruder Detection System, Ultrasonic Base Bird Repellent system and Seismic Detection Switch for remote offshore installations.

Heat and Mass Transfer

The Heat and Mass Transfer Division (HMTD) provided thermal/hydraulic & mechanical designs and PMC services for Fired Heaters, Cast/Glass Air Preheaters (CAPH/GAPH), Mass Transfer Systems (column trays/packing etc.), Heat Exchangers & Air Coolers (Thermal Design only), Waste Heat Recovery Equipments, Ejectors & Ejector System (including Hybrid type) and Utility Boiler system for various projects including BPCL-IREF, BPCL NHT-ISOM, BPCL-DHT, Aishwarya Project of IOCL – Haldia and Dangote Oil Refinery Co. etc.

The Division undertook many jobs where various innovative/value added specialist services like feasibility studies, troubleshooting were provided. Some of the key projects undertaken by the division are summarized below:

- Heat exchanger thermal design services to UOP, the Process Licenser for Dangote Refinery.
- Preheat network study for the “Configuration study and DFR for CDU/VDU expansion” (7.5 to 9.5 MMTPA) for HPCL Mumbai Refinery. A preheat network was conceived for the revamp case to attain the maximum possible preheat temperature.
- Specialist services to IOCL Haldia for carrying out detailed study and analysis for the frequent tube failures in Waste Heat Boiler, SRU-IV which occurred after commissioning.
- Adequacy study and modification/engineering for IOCL- Barauni Coker Heater wherein two heater operations have been successfully converted to only single heater operation after the

revamp. It was a challenging revamp job due to limited space for additional heat transfer area.

- Consulting services to Takreer, Abu Dhabi for study of the existing preheat network of CDU and providing recommendations for performance improvement in order to meet the changes implemented in diesel specification.

Project Services – Costing

The Costing Division provides services such as preparation of capital cost estimates and financial/economic analysis in diverse activities ranging from technology selection to preparation of feasibility reports and option study estimates for investment decisions. It provides assistance during price negotiation, cost monitoring and control during execution of projects under conventional and LSTK mode of execution. It also prepares cost estimates for bidding as EPC contractor. The vast database and capabilities help in providing valuable support for bid evaluation and award of major contracts as well as in providing effective cost control services.

Project Services - Planning

The Planning Division continued to provide planning, scheduling, monitoring, project risk management and material control services to various projects. Using state-of-the-art tools and its database, the Division caters to diverse project execution roles of the Company, viz. EPCM, PMC, LSTK/OBE modes. The Division continued to provide project monitoring services to the Ministry of Petroleum and Natural Gas.

Procurement Services

The Procurement Services Division of EIL through the Contracts & Purchase Department and Inspection Department has been delivering the supplies, services and works of specified quality within the specified time at the most competitive prices in a fair, equitable & transparent manner. The Division offers its services for the projects executed by EIL for various clients globally as a consultant and a contractor as well as for various in-house requirements. This division offers complete Supply Chain Management services right from registration of suppliers/contractors globally, placement of orders, inspection, expediting and logistics services for deliveries up to construction sites.

The Procurement Services Division leverages its varied experience, established systems & procedures, standards, vast knowledge pool and extensive database to aid the Company in successful project execution.

In order to deliver procurement in an effective and efficient manner on fast track, e-procurement has been implemented with the help of outsourced technologies as well as in-house developed software solutions, enabling greater transparency in the procurement process. EIL has a laid down policy of implementation of 100% e-procurement across all projects through a long term tie-up with National Informatics Centre (NIC).

In the current year, orders for ₹390 crore of direct purchases and contracts were placed on suppliers/contractors globally for various OBE/LSTK/Depository projects. In addition, orders for ₹3388 crore were placed for various other clients' projects.

In line with the government's promotion initiatives for enhancement of indigenous vendors' involvement in Government Procurement, EIL has implemented the prevalent guidelines including Public Procurement Policy (PPP)-2012 for Micro and Small Enterprises. During the current year, EIL procured ₹65.93 crore worth of goods

and services from micro and small enterprises which is around 21% of the total value of direct purchase orders for goods, placed by EIL (and around 19% of the total value of Purchase orders for goods and contracts for services).

Towards the promotion of Micro and Small Enterprises (MSEs), EIL associated with MSME-Development Institute, Okhla, New Delhi, Ministry of MSME, Govt. of India in organizing a two-day National Level Vendor Development Program cum Industrial Exhibition at the office premises of MSME-DI, Okhla, New Delhi, to provide a platform to display and demonstrate the products, technologies, capabilities, requirements and services of various MSEs. Procurement Division has also been instrumental in registration of MSE suppliers to enhance procurement as per MSME policy.

Procurement Division carried out in process and pre-dispatch inspection of critical equipment at suppliers' works as well as Project sites through its Regional Procurement Offices located all over the country and overseas offices located in London, Shanghai and Milan. Major items inspected included "Vacuum column for BPCL IREP project (63mtr x 12 mtr, 850 MT), among many other large sized equipment. It was for the first time ever that new inspection techniques like TOFD (Time of Flight Diffraction) and PAUT (Phased Array Ultrasonic Testing) were introduced for inspection of fabricated equipment. Multimodal transportation scheme for equipment of BPCL IREP project was used from Kochi port to site by utilizing waterways and making a new jetty close to Refinery.

The Division has also been making steadfast efforts towards widening its database of capable suppliers. Suppliers and Contractors located worldwide apply through online system available at EIL website. With an objective to make the system more transparent, effective and paperless, the process of enlistment of contractors, starting from online application to final approval, has also been made online.

To give a boost to "Make in India" program launched by Hon'ble Prime Minister of India, Procurement Division is also putting in efforts to qualify vendors for items which are generally imported and organizing vendor meets in different regions, to ensure the same.

Construction

The Construction Division offers services for total Construction Management including Contract administration, Construction Quality Surveillance, Feedback Analysis, HSE and Warehouse Management for various projects of EIL.

During the year, Construction Division continued to provide Construction Management Services for various clients at 31 diverse domestic project locations and 5 overseas locations.

The on-going prestigious commitments for the Division include IREP at Kochi & CDU-4 project at Mumbai for BPCL, OPaL Petrochemical at Dahej, DCU for CPCL at Chennai, SJPL Paradeep and U.P. Petrochemical Project-II of GAIL at Pata.

Construction activities commenced for the following new domestic projects during the year:

- Nuclear Fuel Complex, Kota
- KG Basin/VSPL Pipeline project, Rajamundry
- Dahej Expansion-III A Project, Dahej
- HDD works at Yamuna, Satluj and Solani
- DCU Revamp project and RO Plant project of IOCL, Barauni
- Indadept⁶ at Guwahati Refinery of IOCL

- EOR Barmer of Cairn India Limited
- NHT/ISOM Project of BPCL, Mumbai
- Fire water revamp project at COT, Vadinar

The highly skilled & motivated EIL construction team has been instrumental in establishing & monitoring adherence of construction Quality Management system comprising Quality plans, Inspection test plans, implementing special processes for concreting, welding involving latest NDT techniques, digital radiography, ultrasonic test etc. during all the phases of construction to ensure trouble free commissioning/operation of critical units.

The Construction activities for the following Projects/Units were completed during the year:

- Asia's largest Gas Processing Unit (21.12 MMSCMD) in a single stream for GAIL's Petrochemical Complex-II, Vijapur.
- LPG pipeline from BPCL Mahul to Uran.
- Extruder, GCU, and N2 plant at GAIL Petrochemical Complex-II, Pata.
- STG, ACC & Boiler at Mangala Processing Terminal.
- Butene -1 plant at IOCL PNCP Panipat.
- PFCCU & SRU at MRPL Phase-III.
- Wax hydro Finishing Unit at NRL.
- Mechanical Completion of MRPL Phase-III, Pneumatic Conveying system pertinent to PPU at MRPL and Cavern Acceptance Test at SCOS, Padur.

The Construction Division is constantly striving to adopt and adapt newer techniques and processes with an aim to shorten delivery timelines. The Division is using the following innovative construction techniques and improvised equipment/machineries to minimize construction schedule across project sites:

- Alufo Shuttering, Pre-Engineered Buildings, Spool Marking and Tracking Machine, Water jet cutting machine etc.
- Pre-Assembled heavy equipment slab reinforcement cage assembly.
- Constructability study and erection feasibility study for ease of execution for projects.

EIL attaches highest importance to Health, Safety and Environment in execution of all its projects and achieved following accolades during the financial year:

- 50 Million LTA free man-hours at Petrochemical Complex-II of GAIL, Pata
- 15 Million LTA free man-hours at IREP project of BPCL
- 14 Million LTA free man-hours at Strategic Storage of ISPL Mangalore
- 5 Million LTA free man-hours at PP Unit of MRPL, Mangalore
- 5 Million LTA free man-hours at Wax Project of Numaligarh Refinery

Plant Operation and Safety

The Plant Operation and Safety Division (POSD) of EIL continued to provide services in the following areas during the year:

- Process design for Offsite Facilities of Refinery, Petrochemicals, Gas Processing Units, Oil Terminals, Onshore Terminals, Topsides

of Strategic Storages (underground caverns), Cross Country Pipelines, LNG Terminals, etc.

- Safety related studies like Hazard and Operability Study (HAZOP), Hazard Identification (HAZID), Risk Analysis & Quantitative Risk Analysis (QRA), Safety Integrity Level (SIL), Safety Audits, Safety Reviews and Emergency Planning.
- Pre-commissioning & commissioning of process plants, Utilities, Offsites in refineries, petrochemical and gas processing areas, terminals of crude oil, product and LNG and pipelines, etc., including total responsibility for LSTK projects and Operating Manuals preparation.

The following major assignments were completed/were in progress during the year:

- Process design for offsite facilities of Dangote Refinery, Nigeria.
- PMC services for Liwa Plastics Project, Orpic, Oman.
- Process package for LNG terminal at Chhara, HPCL Shapoorji Energy Limited.
- Feed Package for Offsite facilities of Aishwarya Project, IOCL Haldia.
- PMC services for GASCO pipelines Yasmina, Arkaan, Fertil, Shuweit-III.
- Advanced FEED services for Kuzey-Marmara fixed offshore platforms and pipelines, TPAO, Turkey.
- PMC services for Kochi-Coimbatore-Salem LPG pipeline of BPCL.

The following major pre-commissioning & commissioning assignments were completed during the year:

- PFCC, SRU Train-II & III and TGTU of MRPL Ph-III project.
- DDW1 & PLQP Gas Terminal and Onshore Gas Terminal of Gujarat State Petroleum Corporation, Kakinada.
- GAIL Petrochemical -II Complex at Vijaipur.
- Solvent De Oiling Unit & Wax Hydro finishing Unit at NRL, Assam.
- Habshan Acid Gas Flare Recovery Project, GASCO, Abu Dhabi.
- 52" Gas Twin lines from Habshan to Maqta pipeline, HMT Project GASCO, Abu Dhabi.

The following pre-commissioning/commissioning activities were under progress during the year:

- Assam Gas Cracker Project of BCPL, Lepetkata.
- Strategic Crude Oil Storage project of ISPRL, Vizag.
- Dahej Petrochemical Complex, OPA.
- GAIL Petrochemical -II Complex at Pata.
- CDU-4, SWS & LPGTU of BPCL, Mumbai.
- Yas-mina Gas Pipeline Project GASCO Abu Dhabi.

The Division has also been successful with its continued efforts in securing new business in both domestic and overseas markets. During the year, the Division undertook following major studies:

- Quantitative Risk Analysis (QRA) for the Refinery Complex and Facilities of MRPL.
- QRA for HPCL, Vizag Refinery.
- QRA for BPCL, Kochi Refinery.

- RRA study for Vadinar-Bina pipeline and COT facilities at Vadinar of BOREL.
- HAZOP & SIL Study of DCU CPCL, Chennai.
- HAZOP & SIL Study for Advanced FEED services for Kuzey-Marmara fixed offshore platforms and pipelines, TPAO, Turkey
- HAZOP Revalidation Study for Fuel Depot, KAFCO
- SIL Study for KCPL LPG Pipeline, BPCL.

New business initiatives like O&M services to industry are in progress and the Division undertook following assignments:

- Upkeep and Maintenance of DFCU & AU plant of OPA, Dahej.
- LPG Plant Preservation for GAIL, Usar Plant.

Environmental Engineering

EIL's efforts in preserving long-term health and safety of people as well as natural resources have always been an integral part of its policy. Over the years, EIL's Environment Division has adopted innovative integrated water management for industries & municipalities and has executed several hundred projects in diversified fields of environment including water & wastewater treatment; effluent recycle and zero discharge projects; Environmental Impact Assessment studies; environmental audits; air quality assessment, modeling & control; ground water monitoring studies; solid & hazardous waste management; oily sludge management; volatile organic carbon (VOC) & fugitive emissions control; site assessment and remediation; environmental health & risk management; environmental management plans; etc.

The major achievements of the Division during the year include the following:

- Foray into advance aquifer water treatment (membrane nano-filtration based processes for sulphate ions removal) and production of water treatment & polishing filtration systems (to achieve very low levels of oil and suspended solids in reinjection water for enhanced oil recovery) for Cairn's Mangala Processing Terminal.
- Successful execution of a consultancy services job for Kuwait National Petroleum Company (KNPC) for selection of technically most viable process for installation of new oily sludge handling facilities at their MAA (Mina-Al-Ahmadi) Refinery, Kuwait.
- Execution of membrane (ultra-filtration) based raw water treatment plant for OPA's Dahej Petrochemical Complex.
- Re-accreditation by Quality Council of India (QCI) for carrying out EIA studies in India in eleven sectors. The Company has QCI-NABET accredited in-house EIA Coordinators and Functional Area Experts.
- Environment clearances were obtained from Ministry of Environment, Forest & Climate Change (MoEFCC) for BORL's Bina Refinery Expansion, IOCL's Dimer Project at Mathura Refinery, BPCL's ISOM project at Mumbai Refinery and Indian Navy's Project Sea Bird at Karwar.
- As part of MoU with MoP&NG, EIL is continuing its efforts towards Sustainable Development Initiative. Biodiversity Improvement Project (Phase-III) including Development of Nursery for flowering plants in the EIL's Gurgaon Complex has been completed.

Research & Development

In order to continuously better the quality of its services to the clients by providing value addition and leveraging technological advances, it has always been EIL's endeavour to foster the spirit of innovation and creativity in the organization. Research and Development Division has played a significant role to achieve this objective by contributing in the consolidation of existing capabilities, development of new technologies & hardware and enhancement of the portfolio for special technology related services. R&D Division is pursuing developmental activities, both in house and in collaboration with academic institutes, other R&D organizations like IOCL-R&D, IIP, BPCL (R&D), and cooperating with small companies to promote the creative ideas generated by them.

During the year, R&D Division has undertaken the following initiatives for development of new capabilities and up-gradation & commercialization of existing capabilities:

Technology Development projects

The following technology development projects were initiated and completed during the year:

- Development of Process for Treatment of Naphtha Stream to eliminate Mercaptan by CFC Process.
- Regeneration of Glycol by Extractive Distillation - Eliminating need of Stripping Gases.
- Solvent development for CO₂ removal from sour gases
- Hydraulic testing of M/S Kevin supplied PARLPAK 252m²/m³, ME250Y, ME250Y Additional and ME250Y Vantage at EIL R&D Complex.

The following technology development projects were initiated during the year and are in progress:

- Development of technology for design of Hige water deaeration system in association with BPCL (R&D).
- Design Methodology for Trays with Explosion Hatches.
- Process Design and Development of New Separation Devices for Flash Drum.

Technology Commercialization

- Crude Distillation Unit (CDU) Preheat Train Optimization using Pinch technology for Numaligarh Refinery.
- Proposals sent for the following:
 - Parlpak application in quench columns and amine absorption columns of TGTU (Tail gas treatment unit) of BPCL-Mumbai Refinery and HPCL Mumbai Refinery.
 - Parlpak application in Scrubber column of Naphtha Deep Desulphurisation Project of IOCL-Guwahati.
 - CFC Prewash column: Coker block resid upgradation project CPCL Chennai.
- Undertaken Energy Efficiency Improvement Study (EEIS) at HPCL Visakh Refinery in association with CHT.
- Dynamic Simulation for Up-gradation of Anti Surge Valves for Propane Compressor of Train 1 & 2 of ADGAS LNG plant at Das Island, Abu Dhabi.
- Co-operation Agreement with M/s Kevin Enterprises on joint development of High capacity trays and packing. Received order

from HPCL-VIZAG for supply of Parlpak in quench columns (3 columns) and amine absorption columns (3 columns) of TGTU (Tail gas treatment unit).

- Based on Tail Gas Treating Technology developed, a job has been secured to implement two tail gas treating units at BPCL Mumbai for improvement of sulphur recovery from 99% to 99.9%.
- Based on Oxygen Enrichment Technology developed, a job has been secured for implementing oxygen enrichment facility at BPCL Mumbai for capacity enhancement of the existing sulphur recovery unit by 130%

Initiatives for strengthening technology tie-ups

For strengthening technology tie ups, memberships of following research consortiums for year 2015-16 have been renewed:

- Process Science Technology Center, an industry-academia collaborative research program initiated by University of Texas, USA.
- Fractionation Research Incorporated, a non-profit cooperative research organization based at Oklahoma, USA.
- Process Integration Research Consortium of University of Manchester UK.

Patents filed/granted

Based on innovative work done during the year, the following two patents have been filed:

- High pressure fluidized bed gasifier and gasification process thereof.
- An absorbent liquid and a process for removal of acid gases using the same.

Two other patents filed earlier have been granted this year:

- Patent No 261235 Dated 13-6-2014: An Apparatus for Separation of C2/C3 and LPG from LNG Cold Stream and A Method for the Recovery thereof.
- Patent No 261476 Dated 20-6-2014: A Steam Trap Device

Specialist Materials and Maintenance Services

The Specialist Materials and Maintenance Services (SMMS) Department of EIL continued to provide specialist services to the various in-house projects and clients in Petroleum, Petrochemical, Metallurgical, Nuclear and Infrastructure sectors in India and abroad. Some of the important assignments are mentioned below:

- Health Study of gas pipelines in KG Basin, GAIL.
- Fitness for Service for Hazira Compressor Station, GAIL.
- Specialist services for revamping of existing Cathodic Protection system, GAIL.
- Health study of Reactor Feed Heater at Mumbai Refinery, HPCL.
- Specialist services for refractory during shutdown of Mangalore Chemical and Fertilizer Limited, Mangalore and for refractory lining repair of 95" Flue Gas Duct in FCCU, HPCL-Mittal Energy Limited, Bathinda, Punjab.
- Specialist services for Refractory, Insulation & Fireproofing in Algiers Refinery, M/s. Sonatrach, Algeria.
- Material Selection for Kuzey-Marmara Fixed Offshore platform of TPAO, Turkey and Liwa Plastics Project of Orpic, Oman.

- Material Selection, Refractory & Insulation, Corrosion Control and Cathodic Protection for IREP of BPCL, Kochi.
- Refractory & Insulation, Corrosion Control and Cathodic Protection for Dangote Refinery & Petrochemical Project, Nigeria and Indo-Rama Fertilizer, Nigeria.

Information Technology Services

Information Technology Services (ITS) division of EIL continued to provide state-of-the-art IT enabled services with an aim to deliver better quality services with increased efficiency at reduced costs. Using new IT technologies, various initiatives were taken during the year, the details of which are as follows:

Secure File Sharing System: A web based 'Secure File Sharing System' has been developed for secured sharing of Category-1 documents on to the web-application portal among the authorized users of EIL protected by multi-level password.

Projects Documents Sharing System: This web based system has been developed to facilitate sharing of project documents with the clients with features such as restricted access, e-mail notifications etc. Client may also access and upload the documents in the system by using the user id and password provided to them.

Internal Customer Perception Survey System: This Web based software has been developed for conducting internal customer perception survey. The system also facilitates the departments to see the analytical reports of their received perceptions.

GMS (Grievance Management System): An Online System developed to provide easily accessible platform for expeditious settlement of grievances of employees.

Appraisal Management System (AMS) for Staff: A web based online appraisal management system for Staff from 1 to 9 level employees has been implemented. It has various modules facilitating to capture the data required in the appraisal process.

Training Database Management System (TDMS): A web-based system has been developed for the Training department. The objective of the system is to maintain the annual training calendar and to create an employee wise centralized data base for the trainings conducted by Training division.

Software for Engineering Disciplines: Following new software have been developed for the Engineering and Technology divisions:

- **Electrical Datasheet Integration System (EDIS):** A web based system has been developed for generating the MR/PR/Vendor side electrical datasheet along with approval cycle with review codes, comments/resolution and revision management between EIL and supplier/manufacturer.
- **Cast Air Pre-heater thermal design software:** A web based system for calculation of thermal profile of tubes in cast air pre heater has been developed for HMTD department. Software can generate the temperature profile at each tube row level. The Tube configuration can be simulated for different design to maximize the heat recovery.
- **Instrumentation Field Bus Cable Schedule:** A web based application has been developed to implement the Field bus

technology in EIL engineered plants. This will help in Foundation Field bus cable schedule preparation, Trunk cable estimation for package equipment, Drum scheduling and MTO preparation for Field bus cables and JB's.

- **Engineering Query Management System:** A centralized web based system for managing engineering queries at ROs/BO with features such as cataloguing, reuse, reminders, mail alerts, SMS notifications, reporting on pending queries, auto archival etc.

Software for Cost Engineering Discipline:

- **Integrated Cost Estimation System (ICES):** The system captures the technical data from engineering software like ECABLE, IMPRESS, EDSIS, etc. and past commercial data from Integrated Procurement Management System (IPMS), and brings them to a single platform wherein the user can use this information for project level cost estimation and monitoring purpose.
- **Cost Estimation for Feasibility Reports (DFR):** A web based software to facilitate the preparation of project cost estimate for Preliminary Feasibility/Detailed Feasibility Reports (PFR/DFR) and helps in calculating the Plant & Machinery cost estimation for process/Offsite units from available costing database in various forms such as Detailed Unit Cost, Equipment Level Cost and Single line figure etc.

Enhancements in the Electronic Document Management System (eDMS): Many improvements were carried out in the system during the year with an objective to make the document exchange and its monitoring more efficient and effective and to reduce execution time. Auto alerts and reminders were incorporated for auto escalation of user tasks to minimize document review cycle time. Enhancements were carried out in the Rendition Server to make PDF conversion process faster and smooth. New reports were incorporated for proper monitoring and tracking of document exchange and review cycles. Several improvements were also carried out in the Contractor/Supplier and Client portals to make it more user friendly.

Enhancement of existing systems: Upgrading and enhancement of existing systems on a regularly basis is a key deliverable of the Division. During the year, the following existing software have been improved by way of enhancement of capabilities and inclusion of additional features and put to use on more number of projects:

- Pre-Commissioning and Commissioning Activities Management System (PCAMS)
- Structural Engineering Design Solution (SEDS)
- General Civil engineering Design Solution (GCEDS)
- Intelligent Design Basis for Engineering

Enhancements in Financial Accounting System: Following enhancements have been carried out in the FAS system:

- System to generate Cash flow, Cost Record and Location wise expense statements.
- Bank Reconciliation through system for State Bank of India.
- System generated Bank Guarantees confirmation, Revoke and invocation letters to Banks.
- Filling of Vendor e-TDS return with detail of reduce rate through system.

- System generated credit invoices to clients for cost reimbursable contracts.

PMC Services for DGH's NDR Project: PMC services have been extended to Directorate General of Hydrocarbon (DGH)'s National Data Repository (NDR) project. NDR aims to provide a world-class data storage and retrieval infrastructure for the hydrocarbon exploration and production (E&P) data in a safe and reusable manner.

Implementation of IT Infrastructure:

- The implementation of IT infrastructure including both hardware and engineering software at Abu Dhabi hub is underway.
- PCs of a large number of users have been upgraded with state of the art PCs at HO/ BO/ ROs.
- A latest SAN based storage system of 40 TB capacity has been installed in the Computer Centre at HO.
- Implementation of new servers at HO is in process.

Sustainable Development

EIL's sustainability mandate evolves around complying with the environmental regulations and norms in a way that make it a responsible company and transparent to all its stakeholders. The Company's project designs support sustainability right from the concept stage to plant commissioning and subsequently during the commercial operation. Energy efficiency, resource optimization and safety of plant personnel & society at large are the cornerstones of our business operations and also ensure business continuity.

EIL has refocused its engineering philosophy and business models to achieve long-term sustainable growth. It has also initiated evaluation and reporting of its performance on the triple bottom lines of economic, social and environmental aspects. It believes that the sustainability initiatives underway will propel the organization on an upward growth trajectory.

A separate Report on Sustainable Development is annexed to this Report.

Corporate Strategy & Business Development

Corporate plans are imperative for any organisation with a time horizon of five years and a longer term perspective. A Corporate Strategy and Business Development (CS&BD) group is now functional, which performs the role of evaluation of Market opportunities, Business Developments, Venturing into new geographies, Tie-ups with Licensors/Vendors/Collaborators, augmenting the portfolio of EIL by diversifying into sunrise sectors.

The Division has been consciously focusing on the market and proposing the strategies required for growth of the organisation. The CS&BD Division has been focusing on the core hydrocarbon sector customer requirements, seeding ideas to new and potential clients. Owing to the current market scenario, it is also essential that EIL, while harnessing its core strength, should also explore projects in sunrise sectors and new geographies.

Under the Internationalization focus, the Middle East Hub of EIL in Abu Dhabi has been expanded and manpower is being progressively ramped up to service the entire MENA region. In addition, the CS&BD division has also been exploring business opportunities in South East Asia and the rapidly emerging African markets.

As part of enhanced value creation, CS&BD has been in continuous dialogue with various licensors/technology providers, with an

objective to collaborate and provide a bouquet of niche services to the owner organizations.

The CS&BD group has initiated aggressive business development activities in Solar Power, Fertilizers, Water and Waste Water Treatment, SMART Cities, PCPIRs etc as part of expansion into new lines of business. Sustained BD efforts are under progress with ULBs, Municipal Corporations and respective state governments in this direction.

HSE Management System

Since its inception, EIL has always accorded highest priority to Health, Safety & Environment (HSE) in all aspects of its operations. The Company's HSE policy covers the following:

- Compliance to statutory requirements, engineering codes and standards
- Ensuring the health and safety of employees & associates
- Creating awareness on HSE amongst employees & associates
- Continual improvement of the HSE Management system

In order to implement the above policy, the Company has a robust HSE Management system based on OHSAS 18001 (Occupational Health and Safety Assessment Series) and ISO 14001 (Environmental Management System). The HSE Manual, various procedures, checklists, templates have been developed and implemented across the organization as a part of the HSE Management System.

During the year, EIL's HSE Management system was certified by an accredited Certification Body to OHSAS 18001 and ISO 14001 in December 2014. These certifications will enhance your Company's evaluations scores while bidding for overseas jobs particularly in the Middle East Oil & Gas market.

During the year, extensive HSE Management System awareness amongst employees was created through class room trainings, sharing of training materials/documents in the portals and HSE Newsletter. During the year, class room training on HSE Management system was imparted to 832 employees, which is in addition to training and materials shared in electronic form. This training included modules on emergency preparedness and response which enables employees to safeguard themselves and their colleagues during emergencies.

Internal audits, external audits and top management review of the HSE Management system are being undertaken for ensuring its continuous improvement.

Hazard Analysis, Risk Assessment & Control (HIRAC) and Environmental Impact Analysis (EIA) have been carried out at various locations to mitigate and control Health & Safety hazards and Environmental impact.

HSE aspects are in-built in the procedures of various engineering departments and compliance to the same is verified through usage of checklists.

Your Company has a detailed system for implementation of HSE management at construction sites including an elaborate HSE specification for the sites. Compliance to these specified requirements are ensured through checklists, inspections, audits, awareness etc.

Incident/Accident reporting and investigation procedures with specific reporting protocols have been developed and deployed.

Being a member of the British Safety Council and National Safety Council, EIL keeps abreast of the developments in the HSE domain through updates, articles, journals etc.

Quality Management System

Quality is inbuilt into EIL's processes, workplace, deliverables and services. The Quality Management System of the Company was reassessed through external Surveillance Audit by a third party certification agency which confirmed that the Quality Management System of EIL continues to conform to the international standard ISO 9001:2008.

The validation of EIL's relentless focus and pursuit of quality has come in form of numerous and prominent awards. During the year, the Company was conferred with the prestigious Rajiv Gandhi National Quality Award (RGNQA), Commendation Certificate Award 2012 in Large Scale Service Industry Category, instituted by Bureau of Indian Standards (BIS), the National Standards body of India.

Important ingredients of our quality initiatives are effective & comprehensive Internal Quality Audit process, planned customer perception surveys, analysis of feedbacks from stakeholders and regular reviews & directions from the Management Review Committee (MRC) & the Systems Committee. The MRC is chaired by the C&MD with all whole time Directors being members. The Systems Committee is chaired by senior Executive Director, and senior officials from all areas of operation & functions are members of the committee. Regular monitoring is done to analyze the data & feedback for recommending improvements in processes, deliverables and QMS to reduce costs, shorten cycle time, cross functional issues, improve visibility and credibility without affecting the environment. QMS implementation and its effectiveness have been further increased by computerization of certain processes through in-house developed software.

The Quality Management System of your company's UAE (Abu Dhabi) office was also independently audited and reassessed for certification during the year.

In addition, the Company participated as a prominent and active member in various committees for formulating products and quality system standards by Bureau of Indian Standards.

Risk Management

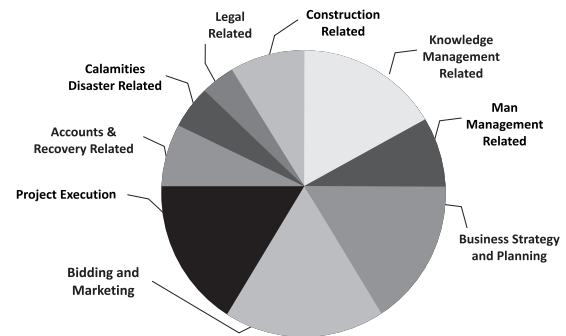
EIL's Risk Management policy with a robust supporting risk management frame work facilitates identification and assessment of new risks and review of presently identified risks. The process is based on identified risks and the risk events or factors which require regular assessment and quick response. Based on the probability & impact of the risk, the requisite controls and action plans have been designed and implemented.

Key Risk Indicators (KRIs) have been identified to measure the adequacy, effectiveness and efficiency of these, controls and action plans.

The objective of risk management in the Company is to act as an enabler in maintaining its knowledge edge, sustaining and expanding the business, being competitive and ensuring execution of projects within budgeted cost and time, resulting in improved turnover and profitability.

The elements of risks have been identified by your Company and disclosed for the benefit of all stakeholders. To cover all the elements

of risks at enterprise level, nine categories have been defined by the management & risks were identified and categorized in them.



Risk compliance verifications are conducted regularly to test the compliance of controls and the same is reported to the Risk Management Committee (RMC). The risk identification & assessment processes and risk audit process are being handled through "Enterprise Risk Management System (ERMS)" software.

The status of Enterprise Risk Management (ERM) process is presented to the Risk Management Committee & Audit Committee, which is reviewed by the Board also. The reporting structure meets the regulatory requirements.

Project Risk Management has been implemented for high value and important projects as per the criteria approved by the RMC. The risk severities are categorized as critical, major, cautionary and minor based on the probability and overall impact.

In addition, a bi-monthly risk newsletter 'Risk Screen' is being emailed to all employees of your Company. This creates awareness about various risk management activities/achievement, new topics/practices/ updates on ERM or PRM and to create enthusiasm in them to proactively control risks in their work processes & areas.

Your Company is committed to further strengthen its risk management capabilities in order to protect interests and enhance shareholder value.

Vigilance

During the year, CTE type examination of EIL's jobs on LSTK/OBE basis, random inspection of in-house contracts/purchases, scrutiny of Immovable Property Returns, investigation of complaints etc. were carried out by the Vigilance Department with the focused objective of ensuring conformity to the Company procedures and Government guidelines. Various rules, regulations and procedures were reviewed during the year and System improvements were suggested to the Management & necessary measures were undertaken for improvement. The observations reported by CTE/CVC were examined and necessary actions were taken.

Structured meetings were held between CVO, C&MD & functional Directors and Inter-Directorate meetings were held with respective Directors to resolve the pending issues. Details of vigilance activities were also presented to the Board.

Various vigilance workshops, seminars, debates & Vigilance Awareness Week etc. were organized in HO, Regional, Branch, Procurement and site offices of EIL during the year for spreading

vigilance awareness amongst the employees of EIL. A seminar on the topic “Orienting Personal Goals with Organizational Goals” was organized for senior level officials during Vigilance Awareness Week 2014. Some important features of Vigilance activities are given below:

- **Leveraging Technology:** Reverse auctioning, e-tendering, e-payment, e-receipt, etc are already implemented in the Company and being monitored regularly against the set targets. Clearance of vendors’ bills on ‘First in, First Out’ (FIFO) under Bill Tracking system (BTS) is ensured. BTS has provision for details about pendency of vendors’ bills.
- **Complaint Handling Policy (CHP):** As per CVC Guidelines, EIL has formulated Complaint Handling Policy (CHS) & have a link on the Company’s website for online complaint registration from public, contractors, vendors, suppliers etc. which is regularly monitored by Vigilance with respect to the status of complaints.
- **Job Rotation:** Job rotation of sensitive posts is being done & reporting of the same is being done on monthly basis.
- **Integrity Pact:** EIL is committed to higher ethical standards in contracts and procurement as well as transparency in all of its business dealings & adopted Integrity Pact in November, 2011 for enquiries having threshold value over ₹5 Crore, which has further been lowered from ₹5 Crore to ₹1 Crore.
- **Online Vigilance Clearance (OVC) & Scrutiny of IPRs:** Online Vigilance Clearance and Immoveable Property returns of employees is being carried out through Vigilance website - “Avalokan” on OVC portal.

Finance

The Company continued its strong cash generation driven by business performance. The efficient financial and cost management system continued to facilitate cash generations as well as creation of wealth. EIL optimized the returns on cash reserves by deploying cash surplus in safe and liquid instruments as per the approved investment policy of the Company.

Internal Audit

The Company has an Internal Audit Department having adequate number of professionals. During the year, several internal audit assignments with focus on checks and controls on system and procedures, monitoring compliances and continuous upgrade of controls have been carried out and the reports are regularly submitted to the Management and the major findings to the Audit Committee of the Board.

Human Resource & Industrial Relations

People are at the heart of our business and the quality & level of service that our employees deliver, directly impacts the results of the organization. The HR function at EIL thus endeavors to build an environment that unlocks the potential of the employees and keeps them inspired to achieve more.

As of March 31, 2015, we have 3192 employees, including 2821 technically and professionally qualified employees. Approximately 4.6% of our employees are located outside India, and have experience of international work environments.

Talent Acquisition

Closely linked with the strategic goals & objectives, our Talent Acquisition strategies aim at facilitation of Right People at the Right Time and at the Right Place. Diverse recruitment models

are employed to meet the dynamic business needs with intake of fresh talent, domain specialists, short term hiring through outsourcing and taking onboard consultants/advisors.

To sharpen the skill sets and broaden the understanding of other Division/Departments of the Organization, planned job rotation has been implemented.

Performance Management System

In the area of Talent Assessment and Appraisal, EIL has in place a robust and transparent Performance Management System that gives weightage to both performance and potential. The Performance Management System is an online process. The outcome of Performance Management System is used for performance related pay, career progression, training & development and succession planning.

Review of the Promotion Rules of Officers and PMS procedure had been initiated during the year to make the system more objective and transparent.

Employee Welfare

During the year efforts were made for aligning our welfare measures towards enhancement of quality of work life for our employees. Various employee welfare initiatives were taken ranging from creating forums for social interactions to providing effective medical services by empanelling more hospitals and revision in rates of vaccines.

Thrust on Sports

Providing a supportive role in health & fitness, EIL promotes various sports by organizing weekend sessions and interdepartmental tournaments. Employees are encouraged to participate in various trekking expeditions, sports tournaments at regional and national levels. EIL employees participated in 11 PSPB tournaments. An active member of Petroleum Sports Promotion Board (PSPB), EIL hosted PSPB Table Tennis Tournament at Jamia Milia Islamia Sports Complex where 8 teams including EIL participated.

Reward & Recognition Scheme

Implementation of revised reward & recognition scheme was effected during the year for recognizing exemplary individual & team performance under various award categories.

- Best employee of the year in Staff Category
- Young Executive of the Year
- Professional of the Year
- Innovation Awards – Individual Innovation, Team Innovation
- Technical Paper Writing

The Annual Awards for the year 2013-14 were presented during the Independence Day Function on August 15, 2014. A total of 32 employees were awarded in different award categories.

Training & Development

Significant interventions were made for development of Managerial/Behavioural Competencies as well as Technical and Domain related competencies. Self-Awareness training programs focusing on lifestyle management were also facilitated.

In addition to this, structured Management Development Programmes were organized through Management Institutes for senior and junior management levels and seventh batch of

Leadership Development Programme- 'Aarohan' was completed for senior executives.

Moreover, year-long training structure was implemented for Management Trainees which is a blend of classroom as well as experiential and on-the-job learning.

During 2014-15, the average training days per employee was 2.78.

SBU training programmes were conducted on specialised domain areas like Hazardous Area Classification of Electrical Equipment & Selection of Rotating Equipment in the hydrocarbon sector for clients - Reliance Industries Limited, Vadodara & Oil India Limited, Duliajan.

- **Mentorship Development**

With an objective to foster professional relationships and provide a forum to offer constructive advice to support the career development of the mentee, EIL supports Mentorship Development Programme allocating trained mentors in the ratio of 1:3 (Mentor: Mentee) for Management Trainees.

A special 2-day programme on 'Mentoring for Win-Win Outcomes' was organized for selected group and the programme included a mix of questionnaire, role- plays & group exercises. The workshop provided introspection and insights to both the Mentor & the Mentee for building positive relationships and stronger teams.

- **Leveraging IT in HR**

Regular interventions are made to strengthen the HR processes through IT assistance. New modules have been introduced facilitating ease of operability & efficiency.

EIL Connect continued to provide an interactive environment to the employees and has proved to be a valuable communication forum for employees posted both within India and at overseas locations. More than 1098 news items/reports were uploaded on EIL Connect and more than 17.27 lakhs hits were made on portal during the financial year.

- **HR Initiatives**

An HR Agenda was drawn up for 2014-15 to channelize the efforts of the HR team and enhance the effectiveness of the HR function. Focused efforts were made on implementation of key action points of the HR Agenda during the year.

As an effective tool for assessing officers in both individual and group based environments for development, Assessment & Development Centres were conducted for 59 nos. of senior management personnel during September – October 2014.

Performance Contracts (PCs) for 2014-15 were executed for all Divisions of HR Directorate cascading business objectives within HR functions. The four perspectives namely Operational, Process, Financial and HR, with each perspective having defined Key Performance Indicators (KPIs) and quarterly targets enabled continuous monitoring and evaluation of performance.

The first Annual Report of HR Directorate was released for the year 2013-14 by C&MD. The report is a compilation of HR efforts made during the year providing insights into Targets, Action plan & Results achieved by HR divisions.

- **Implementation of Government Directives on Scheduled Caste/ Scheduled Tribe**

With a view to accelerate the pace of socio-economic development of the nation, EIL has been endeavoring towards

safeguarding the interests of SC/ST employees. In pursuance of the philosophy and compliance of Presidential Directives dated December 30, 1972 issued by Ministry of Petroleum and Natural Gas, EIL has incorporated necessary provisions in its Recruitment process and Promotion norms.

The Company has appointed a Liaison Officer to work as a facilitator in ensuring that due attention is paid to the issues of SC/ST employees. Management also encourages communication with the office bearers of the SC/ST Employee's Welfare Association by holding periodical meetings with the Association.

15 no. of EIL scholarships were awarded to SC and ST (SC- 10 and ST-5) undergraduate engineering students.

The percentage of employees belonging to Scheduled Castes & Scheduled Tribes category was 18.6% and 4.5% respectively of total employee strength of the Company (as on March 31, 2015). Regular meetings were held with representatives of SC/ST Welfare Association and Liaison Officer for redressal of their grievances/concerns.

- **Women Development**

Women constitute approximately 12.7% of the Company's human resource, wherein more than 80% are in the officer cadre. To cater to the development needs of its women employees, a Women Forum is in place and has been reconstituted to include a Core Committee comprising senior officials as Patron, Chairperson & Co-Chairperson. The Core committee appoints Convener, Secretary, Treasurer and Executive Members who assist in carrying out the function of the Women Forum.

The forum focuses on providing opportunities for development to women employees and identifies various training interventions especially in the area of Managerial Skills and Leadership Development as well as participation in National and International Conferences & Symposiums.

- **Initiatives for the benefit of Persons with Disabilities**

EIL is implementing the provisions of the Disabilities Act, 1995 by way of 3% reservation for Persons with Disabilities. Various concessions and relaxation are being extended to Persons with Disabilities in the recruitment process. In addition, Special Transport Allowance to PwD employees are provided under the scheme of the Persons with Disabilities. Presently, there are 36 nos. (i.e., 1.1%) of PwD employees on the rolls of the Company as on March 31, 2015.

- **Corporate Social Responsibility**

In EIL, CSR is the commitment to operate in an economically, socially and environmentally responsible manner to enhance the Company's overall contribution to society. The thrust areas for CSR activities/projects are education, healthcare, drinking water/sanitation, rural electrification, environment protection/sustainability, women empowerment, upliftment of underprivileged, community development, vocational training/skill centre and promotion of sports.

Company's CSR activities are directed towards supporting the initiatives of Local, State or Central Government with programmes located in and around its Project Sites, Regional Offices and Head Office, with special focus on the backward areas and underprivileged sections of society.

In FY 2014-15 as per Companies Act 2013, the budgetary allocation of 2% of the average net profits made during the three immediately preceding financial years has been made for CSR activities.

Some of the project/activities undertaken in various thrust areas are elaborated below:

Education: The Company facilitated renovation/up-gradation of infrastructure in various educational institutes for underprivileged children in Assam. Other projects under execution include construction of auditorium for girl students and support for setting up of the Digital Library in Andhra Pradesh, classroom and toilet facilities (for girls) in Coimbatore.

EIL also supports value based educational programs in various schools of Uttarakhand and free education to underprivileged children from the slums of Delhi/NCR.

Another on-going key initiative is adoption of 100 and 25 Ekal Vidyalayas of Dibrugarh District in Assam and Odisha respectively through 'One Teacher School'.

Health Care: For providing better healthcare services to the poor and needy, EIL supported procurement and installation of Medical Equipment at Kakinada, installation of one BERA (Brain Evoked Response Audiometry) testing facility system for remediating hearing loss among infants at Kochi, installation of Blood Bank Refrigerated Centrifuge for medical care of blood cancer patients through blood banking programs in Kolkata and provided fully equipped Mobile Cancer Detection Van for screening & diagnosing cancer and spreading cancer awareness among poor sections of society in Delhi/NCR.

The Company organizes general Health & Eye Check up Camps for the poor and needy residing in and around EIL's areas of operation in various states.

Other ongoing projects include installation of medical equipment for mentally and physically challenged destitute senior citizens in Delhi and support for organizing camps for distribution of assistive aids & appliances to poor & needy Persons with Disabilities (PwDs) in Bhubaneswar, Bolangir & Paradeep Districts of Odisha & Dibrugarh District of Assam.

Drinking Water/Sanitation: In order to improve accessibility to safe drinking water to rural population, EIL supported installation of 93 RO water systems with water storage tanks in boys & girls hostels/blocks of Bapatla town, Andhra Pradesh and construction of Reverse Osmosis (RO) Water Treatment Plant and associated facilities at eight villages in Karnataka. Another project under execution is provision of potable water to six villages through installation of RO water treatment plants at Kakinada.

Under Swachh Vidyalaya Abhiyan, construction of sanitation facilities and additional toilets in schools of Bihar, Odisha, Tamil Nadu & Assam is being supported.

Rural Electrification: In an effort to make a significant impact on standard of living of remotely located village communities, EIL supports installation of LED solar public lighting system in 59 villages across 3 districts of Mizoram.

Environment Protection/Sustainability: As a step towards raising awareness in youth and local population about environmental degradation, EIL is supporting a social outreach program in Trans Himalayan Region of Leh-Ladakh. Another project under this initiative includes supporting construction & installation of environment friendly green cremation system in New Delhi.

Women Empowerment: Reinforcing social & economic empowerment of women, EIL supported distribution of sewing machines to underprivileged women for advanced cutting & tailoring course in New Delhi, distribution of prosthesis & medical bras to breast cancer survivors as post-operative care at various hospitals in Delhi/NCR and providing equipment for training of deaf women at New Delhi.

Another step in this direction is construction of office cum training centre and other infrastructural facilities for underprivileged women at Kakinada for imparting various skills and vocations.

Upliftment of underprivileged: Playing a supportive role in promoting persons with disabilities, EIL organized an assessment & distribution camp for distribution of assistive devices in New Delhi.

Three workshops, each in textile (Delhi), paper craft (Delhi) & cosmetics (Nainital) for product development through design & innovation and project for physically challenged persons in IT/ITES/BPO sector through training and skill development programs were organized at Bengaluru.

For the cause and care of disadvantaged & abandoned senior citizens, EIL facilitated construction of one block of Old Age Home – 'Guru Vishram Vridh Ashram' at Lathira (UP), construction of Old Age Home at Mirzapur Distt (UP), distribution of 3440 number of Adult Diapers for old disabled persons in Vridh Ashram, Badarpur(Delhi) and installation of solar panels & water heater systems for old & infirm in New Delhi. Projects under execution are construction of first floor of Old Age Home for the Blind and installation of lift at Old Age Home for senior citizens in New Delhi.

Other initiatives undertaken by EIL for empowering the underprivileged include Construction of girls block and associated facilities to accommodate abandoned HIV/AIDS infected/affected women & girls at Kancheepuram District, renovation of sanitation facilities at educational institute for students from marginalized background in New Delhi and construction of vocational training centre at Chikkaballarpur to promote entrepreneurship & employability skills among rural youth.

Community Development: Lending a helping hand towards advancement of community, EIL facilitated development of Panchayat Hall and provision of water supply lines for the rural community of Padur.

To strengthen rural infrastructure for the local residents of various villages of Yanam (Puducherry), project for construction of RCC retaining wall/road side drains/Compound wall is under execution.

Vocational Training/Skill Centers: EIL is extending support towards employment oriented skill development training of youth at Bhopal and Faridabad in trades like Welding Technology, Graphic Designing etc and special placement-linked, skill development training in various trades like IT/ITES, Hospitality & Retail Supervisory, Garments sector, etc for youth in Manali and Siruseri area of Chennai in Tamil Nadu.

Projects for skill development and employment oriented training for Persons with Disabilities (PwDs), SC/ST/OBC, Women and Economically Weaker Section of society in various trades across India near EIL's area of operation and for 40 candidates belonging to SC, ST, OBC and BPL category in Electrical Wireman trade in Bharuch, Gujarat are also under execution.

Swachh Bharat Abhiyan

Swachh Bharat Abhiyan is a transformational initiative launched by the Hon'ble Prime Minister, Shri Narendra Modi. Your Company has eagerly responded to the Hon'ble Prime Minister's clarion call for a Swachh Bharat and undertaken various activities during the year :

Swachh Vidyalaya Programme: To help provide the basic amenity of safe and clean toilets to a large segment of the Indian population esp. the women, EIL adopted 509 school toilets in the states of Bihar, Odisha, Tamil Nadu and Assam for construction and repair last year. Separate toilets were planned for girls and boys in schools, some of which are located in very remote areas. With active involvement of the local, state and central govt., tenders have been issued for a majority of jobs, construction of several toilets is in progress and many have achieved completion.

Shramdan: EIL officers have been participating enthusiastically in cleanliness drives that are organized on a regular basis in and around the Head Office, adjoining traffic islands and various site premises.

Awareness Campaigns/Social Media: Photographs, news items and articles on various activities relating to Swachh Bharat Abhiyan have been uploaded/published regularly on the Corporate Website, Intranet, Facebook, Twitter, Company Journals etc.

The Unaudited Financial Results of EIL for the Quarters ending Sept 30, 2014 and December 31, 2014 were designed on the theme of "Swachh Bharat".

To increase public awareness about the Swachh Bharat Abhiyan, an outdoor advertisement has been displayed at a bus queue shelter in Bhikaiji Cama Place which caters to the high volume traffic passing through the busy Ring road. A front-lit signage (60 ft x 30 ft) has also been installed on the front facade of El Annexe building.

Cleanliness and Sanitation: Inspection of toilets and floors in office premises is undertaken almost daily/weekly at all EIL offices. Detailed Reports are received from site In-charges via EIL's Field Personnel Cell (FPC) and Administration personnel at EIL HO/Gurgaon. Further, MCD has accorded approval to EIL for adopting areas in front of El Bhawan at Bhikaiji Cama Place for its upkeep and maintenance.

Waste to Fuel: EIL shall be adopting a heritage City in Northern India to set up a Waste to Fuel conversion facility as part of the cleanliness campaign, Swachh Bharat being undertaken under the aegis of MoP&NG.

In addition to the above CSR highlights, a report on CSR activities as per the provisions of the Companies Act, 2013 is annexed to this report.

Make in India

"Make in India" is a path-breaking initiative launched by the Hon'ble Prime Minister aimed at reviving and revitalizing the manufacturing sector in the country. As part of the "Make in India" campaign, EIL has been pursuing several initiatives:

- Identification of current imports in this sector.
- Focus on import substitution and policy initiatives as enablers.
- Vendor interaction to upgrade indigenous manufacturing technologies.
- Indigenization of equipment manufacturing to increase domestic content.

- Online empanelment of prospective vendors.
- Vendor enlistment through continuous interaction, assessment and evaluation.
- Continuous interaction with other organizations towards collaborative research.
- Local skill development initiative and enablers.

EIL is piloting the Midstream sectors for Make in India initiative under MoP&NG and is a member of the Steering Committee set up for the purpose. A Vendor Meet with all stakeholders was held in Mumbai for sensitizing the manufacturing sector to the policy initiative being contemplated.

Official Language

To propagate and enhance usage of Official Language in communication, various initiatives like facilitation of Regular Classes & Correspondence Courses for employees not conversant with Hindi, Hindi workshops and celebration of Hindi Fortnight were undertaken.

Initiatives were also taken in the field of IT to facilitate use of Hindi Language in official work by upgrading Hindi Software and installing Glossary on Company's Portal. The facility of Google translation, MahashabdKosh of Home Ministry has also been provided on Personal Computers.

Rajbhasha Vibhag organized 'Hindi Kavita Path' competition for undertakings of Delhi under the aegis of Town Official Language Implementation Committee (TOLIC) and EIL was honored for organizing this programme.

Inspection of Official Language through TOLIC and Committee of Parliament on Official Language was conducted at the Head Office, New Delhi. Rajbhasha Vibhag also carried out regular inspections at its Division/ Departments and Regional/ Field/ Procurement offices during the year in accordance with the Official Language policy.

Awards and Accolades

- Conferment of SCOPE 'Navratna Trophy' by the Hon'ble President of India.
- India Today PSUs Award 2014 in the category of "Best Global Presence" to EIL.
- FICCI Chemical and Petrochemical Award 2014 in the categories of "Process Innovator of the Year-Petrochemicals" and "Sustainability Award for Best Green Process-Petrochemicals."
- PSE Excellence Award 2014 for Human Resource Management by Indian Chamber of Commerce (ICC) and Department of Public Enterprises (Govt. of India).
- "GEM OF INDIA" award to Ms. Veena Swarup, Director (HR) in the Human Resource Category in recognition of her outstanding accomplishments and individual excellence in her chosen field of activity by All India Achievers' Conference.
- Award for "Outstanding Contribution in Oil & Gas (EPC Category)" for PFCC Unit of MRPL Phase III Refinery Project by EPC World Media Pvt. Ltd.
- Asia Pacific HRM Congress Award 2014 in the category of "Organization with Innovative HR Practices."
- Engineering PSE of the year 2014 Award by PSE Journal & Enertia Foundation.

- “HR Leadership Award” by LOKMAT ASPIRE for leadership and outstanding contribution in the field of HR to Ms. Veena Swarup, Director (HR), EIL.
- SKOCH Platinum Award for Crude Oil Strategic Storage Projects.
- SKOCH Order-of-Merit for Human Resources.
- Energy and Environment Foundation Global HR Skill Development Award 2015.
- Outstanding National Citizen Award’ by National Citizens Guild in recognition of her outstanding achievements in the chosen field of Activity to Ms. Veena Swarup, Director (HR), EIL.
- Golden Peacock Award for Corporate Governance for the year 2014 instituted by Institute of Directors (IOD).
- Bharat Jyoti Award to Ms. Veena Swarup, Director (HR) for Meritorious Services, Outstanding Performance and Remarkable Role.
- 7th CIDC Vishwakarma Award for ‘Best Construction Projects’ for Deen Dayal Field Development Project, OGT, Kakinada of GSPC.
- BT Star PSU Excellence Award 2014 in the category of ‘Director Personnel for Outstanding Performance’ to Ms. Veena Swarup, Director (HR), EIL.
- 7th CIDC Vishwakarma Award for ‘Construction Health, Safety & Environment’ for GAIL PC - II Expansion Project, Pata. EIL was also the recipient of CIDC Partners in Progress Trophy.
- Indian Achievers’ Award to Ms. Veena Swarup, Director (HR) for Corporate Leadership in Human Resources for outstanding achievements in Business & Social Service.

Joint Ventures and Subsidiaries

Joint Ventures

Ramagundam Fertilizers and Chemicals Limited (RFCL)

For setting up gas based urea plant of capacity 3850 TPD, EIL, National Fertilizer Limited (NFL) and Fertilizer Corporation of India (FCIL), have incorporated RFCL as a Joint Venture Company at Ramagundam in Karimnagar district of Telengana. NFL & EIL will each have 26% equity in JVC. EIL has been retained as Project Management Consultant for project execution on EPCM mode. The Project completion schedule to commission the plant is 36 months. NFL is a reputed player in the fertilizer sector and their expertise would be utilized for operating the plant as well as for marketing of the products. The plant is being built on the existing land of FCIL.

TEIL Projects Limited

TEIL Projects Ltd., the Joint Venture Company with Tata Projects Limited, is executing consultancy projects in Oil, Gas and Refinery sector and City Gas Distribution projects. TEIL is also endeavoring to enter into business related to Water Purification Plants.

Jabal EIL IOT Company Limited

EIL’s Joint Venture Company, Jabal EIL IOT, has been pursuing prequalification with major Clients in Saudi Arabia like Saudi Aramco, SABIC etc. JVC could not secure significant EPC business in spite of concerted efforts. In view of the challenges imposed by the business environment, the shareholders recognized that it is impossible to realize the objective for which the JVC was incorporated and accordingly decided to dissolve and initiated the process of winding up of the JVC to arrest erosion of capital.

Subsidiary Companies

Certification Engineers International Limited (CEIL)

CEIL, a wholly owned subsidiary of EIL, continued to provide Certification as well as Third Party Inspection (TPI) services to various clients. During the year, CEIL secured a number of assignments from ONGC, VMSS, SMC, GSPL, BPCL, various State Governments and others, notable among these being:

- ONGC- Certification Services for Mumbai High North Redevelopment Project (PLP), SBHT Pipeline Project.
- KRCL- Udhamapura- Shrinagar-Baramaula Rail Link (USB RL) Project.
- VMSS, RUDA & SMC- TPI for various infrastructure Projects.
- GSPL- TPI for various Pipeline Projects.
- Reliance Industries Ltd.

Apart from these, CEIL secured many Third Party Inspection assignments from clients like Reliance Industries, Heurtey Petrochem, TEDA, Punj Lloyds, ERDMP & statutory audit assignments from GAIL, IOCL etc.

The Board of Directors of the Company has recommended for the financial year 2014-15, a final dividend of ₹250/- per share (of face value of ₹100/- each) in addition to ₹200/- per share interim dividend already paid during the year. With this, the total dividend for the financial year 2014-15 works out to ₹450/- per share. The payment of final dividend is, however, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

EIL Asia Pacific Sdn.Bhd

EIL Asia Pacific Sdn. Bhd. (EILAP) was incorporated on February 21, 1994 under the Malaysian Companies Act, 1965. However due to local regulatory requirement in Malaysia, EILAP was not able to secure any business lately. Accordingly, with due approvals winding up activities of EILAP have been initiated.

As required under the provisions of the Companies Act, 2013, a statement on performance and financial position of each of the Subsidiaries and Joint Venture Companies is annexed to Consolidated Financial Statement and is not repeated as part of the Directors’ Report to avoid duplication.

In accordance with the provisions of the Listing Agreement, the company has formulated a policy for determining Material Subsidiaries and the same has also been posted on the website of the company at <http://engineersindia.com/corporate-governance/m-160>.

Corporate Governance

The Company is committed to good Corporate Governance as per the requirements of SEBI and DPE Guidelines in this regard. The Board of Directors supports the broad principles of Corporate Governance. In addition to the basic issues, EIL Board lays strong emphasis on transparency, accountability and integrity. As required under Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance, the Report on Corporate Governance, together with the Auditors’ Certificate on compliance of conditions of Corporate Governance, along with the Management’s Reply on the comments of Auditors is annexed to this report.

Number of Meetings of the Board

The Board met seven times during the financial year 2014-15, the details of which are given in the Corporate Governance Report annexed to this Report which forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed under Companies Act, 2013, Listing Agreement and DPE Guidelines on Corporate Governance. For further details regarding number of meetings of the Board and its committees, please refer Corporate Governance Report, annexed to this Report.

Composition of Audit Committee

The recommendations made by the Audit Committee during the year were accepted by the Board. The other details of Audit Committee like composition, terms of reference, meetings held are provided in the Corporate Governance Report annexed to this Report.

Declaration by Independent Directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013, Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance.

Training of Independent Directors

The Company has a well defined Training Policy for training of independent directors which inter-alia includes the various familiarisation programmes in respect of their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company etc. Further, the same is also taken care during the various strategy meets of the Company and different presentations in the Board/Committee meetings on the statutory Laws. The details of such familiarisation programmes/Training Policy have also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

Directors and Key Managerial Personnel (KMP)

(i) Inductions

Shri Ashwani Soni was appointed as Additional Director in the capacity of Director (Projects) w.e.f. 1.09.2014 in terms of Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31018/2/2012-CA/FTS:23053 dated 7.07.2014. Shri Sanjay Gupta, Director (Commercial) was appointed as Additional Director and Chairman & Managing Director in terms of Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31018/2/2014-CA/FTS:30457 dated 8.05.2015. Further, Shri Sanjay Gupta, Chairman & Managing Director and Shri Ram Singh, Director (Finance) were also designated as CEO and CFO respectively to comply with the provisions of Companies Act, 2013 with respect to appointment of Key Managerial Personnel. Shri Sanjay Gupta, Chairman & Managing Director was entrusted with the additional charge of the Post of Director (Commercial) for a period of 3 months w.e.f. 1.06.2015 to 31.08.2015 or till the appointment of regular incumbent to the post or until further orders whichever is the earliest vide Ministry of Petroleum & Natural Gas, Government of India, letter no. C-31018/3/2015-CA/FTS:38389 dated 25.06.2015.

(ii) Re-appointments

In accordance with the provisions of the Articles of Association of

the Company, Ms. Veena Swarup, Director (HR) (DIN: 06388817) and Shri Ajay N. Deshpande, Director (Technical) (DIN: 03435179) would retire by rotation, at the ensuing Annual General Meeting, and being eligible, offer themselves for reappointment.

In accordance with the provisions of the Companies Act, 2013, Shri Ashwani Soni who was appointed as Additional Director in the capacity of Director (Projects) and Shri Sanjay Gupta who was appointed as Additional Director and Chairman & Managing Director after the date of last Directors' report, shall vacate their office at the ensuing Annual General Meeting. Necessary notices have been received from them under section 160 of the Companies Act, 2013, proposing their candidature for appointment. The same has also been given on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>. The Board recommends their appointment.

Brief resume of the Directors seeking appointment/reappointment together with the nature of their expertise in specific functional areas, names of companies in which they hold directorships and the membership/chairmanship of Committees of the Board along with their shareholding in the Company etc. as stipulated under Clause 49 of the Listing Agreement, DPE Guidelines on Corporate Governance and other statutory provisions are given in the Annexure to Notice of 50th Annual General Meeting.

(iii) Retirements

After the date of last Directors' Report i.e. 21.07.2014, Shri Adit Jain, Dr. V. Vizia Saradhi and Shri D.R. Meena, Non-official (Part-time) Independent Directors ceased to be Directors of the Company w.e.f. 28.08.2014. Shri D. Moudgil, Director (Projects) ceased to be the Director of the Company w.e.f. 1.09.2014 due to his retirement on attaining the age of superannuation on 31.08.2014. Shri A.K. Purwaha, Chairman & Managing Director ceased to be the Chairman & Managing Director of the Company w.e.f. 1.06.2015 due to his retirement on attaining the age of superannuation on 31.05.2015. Shri Sanjay Gupta ceased to be Director (Commercial) consequent to his appointment as Chairman & Managing Director w.e.f. 1.06.2015. Shri Bijoy Chatterjee, Dr. R. K. Shevgaonkar and Dr. J.P. Gupta, Non-official (Part-time) Independent Directors ceased to be Directors of the Company w.e.f. 4.07.2015. The Board placed on record its sincere appreciation for the valuable services rendered and contributions made by Shri A.K. Purwaha, Chairman & Managing Director, Shri D. Moudgil, Director (Projects), Shri Adit Jain, Dr. V. Vizia Saradhi, Shri D.R. Meena, Shri Bijoy Chatterjee, Dr. R. K. Shevgaonkar and Dr. J.P. Gupta, Non-official (Part-time) Independent Directors of the Company.

Secretarial Auditor

M/s Agarwal S. & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2014-15 along with the Management's Reply on the comments of Secretarial Auditor is annexed to this Report.

Vigil Mechanism/Whistle Blower Policy

The Company has formed the Whistle Blower Policy/Vigil Mechanism

and no personnel have been denied access to the Audit Committee. The same has also been given on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

Transfer of Amounts to Investor Education and Protection Fund

A detailed disclosure regarding the same has been given in the Corporate Governance Report which is annexed to this Report. The same has also been given on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

Listing on Stock Exchanges

The Company is listed on The Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. The Company has paid Listing fees for the Financial Year 2014-15 to the above Stock Exchanges in time.

Nomination and Remuneration Committee

EIL is a Public Sector Undertaking (Government Company) and the appointment of Directors both Executive and Non-Executive are made by the Government of India and are being paid remuneration as per the terms of their appointment. The Company has Nomination and Remuneration Committee and the detailed disclosure in this regard has been given in the Corporate Governance Report which is annexed to this Report.

Performance Evaluation of the Board

EIL is a Public Sector Undertaking (Government Company) and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the company has not laid down any criteria for performance evaluation of the independent directors and the Board.

Particulars of Contracts or Arrangements made with Related Parties (RPTs)

In line with the provisions of the Companies Act, 2013 and the Listing Agreement, the Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The same has been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>. The Company gives the disclosure regarding material transactions with related parties on quarterly basis along with the compliance report on Corporate Governance. During the year, there were no material RPTs. Further, suitable disclosure as required by the Accounting Standards (AS18) has been given in the Notes to the Financial Statements.

Details of Loans/Investments/Guarantees

In compliance with the provisions of the Companies Act, 2013, the details of investments made and loans/guarantees provided as on 31.03.2015 are given in the respective Notes to the financial statements.

Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed form is annexed to this report.

Cost Auditors

The Company does not fall under the Cost Audit Rules and therefore, there is no requirement of cost audit for the Company in terms of amended Companies (Cost Records and Audit) Rules.

Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

As the Company's operations do not involve any manufacturing or processing activities, the particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable. The particulars regarding expenditure and earnings in foreign exchange are given in Note no. 2.25 of the financial statement.

Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Other Disclosures

No disclosure or reporting is required in respect of the following items as either these were not applicable or there were no transactions on these items during the financial year 2014-15:-

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Details regarding receipt of remuneration or commission by the Managing Director or the Whole-time Director from any of its subsidiaries.
- Buy-back of shares.
- Issue of Bonus shares.

Further, the names of Companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year are NIL.

During the financial year 2014-15, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Code of Conduct

EIL has formulated a Code of Business Conduct and Ethics for Board of Directors and Senior Management Personnel. The confirmation of compliance of the same is obtained from all concerned on annual basis. All Board Members and Senior Management Personnel have given their confirmation of compliance for the year under review. A declaration duly signed by C&MD is given under para 2(e) of the Report on Corporate Governance annexed to this Report. The Code of Business Conduct and Ethics for Board of Directors and Senior Management Personnel are given on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

Right to Information

Under the provisions of section 4 of the Right to Information Act, 2005 every public authority is required to display necessary information to citizens to secure access to information under the control of public authority in order to promote transparency and accountability in its working and functioning.

EIL, being a responsible public sector undertaking, has displayed essential information on its website under the head RTI. The management has notified CPIO and the First Appellate Authority

(FAA) in compliance with the requirements of the RTI Act. Between April 01, 2014 and March 31, 2015, a total of 181(one hundred eighty one) applications were received by the Company and all of them were disposed off by providing requisite information as per rules. Apart from RTI applications, the Company also received appeals against the decision of CPIO, which too were duly attended to and appropriately disposed off by the First Appellate Authority. It is heartening to note that Central Information Commission has not passed any adverse order against the CPIO/FAA.

Directors' Responsibility Statement

Your Directors state that :

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Auditors

M. Verma & Associates, Chartered Accountants were appointed as Auditors of the Company for the financial year 2014-15 by the Office of Comptroller & Auditor General of India.

Bankers

Bankers of the Company include State Bank of India, Indian Overseas Bank, State Bank of Travancore, Vijaya Bank, Corporation Bank, Bank

of Baroda, Punjab National Bank, Union Bank of India, HDFC Bank, ICICI Bank, Indian Bank, Bank of India, Oriental Bank of Commerce, Canara Bank, IDBI Bank, Axis Bank, IndusInd Bank and Citi Bank.

Particulars of Employees

As per the provisions of Section 197 of the Companies Act, 2013 and rules made thereunder, Government Companies are exempted from inclusion of the statement of particulars of employees. The information has, therefore, not been included as part of the Directors' Report. However, the same information is open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

Acknowledgement

Your Directors are grateful for all the help, guidance and support received from Ministry of Petroleum & Natural Gas and from other Ministries of the Government of India. Your Directors are also grateful to the Bankers, Statutory Auditors, Comptroller & Auditor General of India and the investors for their continued patronage and confidence in the Company.

Your Directors thank all our esteemed clients for the faith and trust reposed in the Company. With continuous learning, skill upgradation, technology development, we will continue to provide world-class professionalism and services to our clients.

Your Directors thank all associates, vendors and contractors within the country and abroad, for their continued support without which EIL could not have achieved the desired results. Your Directors are grateful to all the Foreign Missions in India and Indian Missions abroad in countries where EIL has business operations for their continued help and support.

Your Directors wish to convey their appreciation to all employees for the valuable services and cooperation extended by them and are confident that they will continue to contribute their best towards achieving still better performance in future.

For and on behalf of the Board of Directors

Sanjay Gupta
Chairman & Managing Director

Place : New Delhi
Date : July 9, 2015

Management Discussion & Analysis

We are pleased to present our performance highlights for FY 2014-15 and the business outlook for this year:

1. Business Overview

For the year 2014-15, the Company secured business worth ₹2305 Crores with segment-wise breakup as follows:-

Domestic Consultancy : ₹610 crores

Domestic Turnkey : ₹442 crores

Overseas : ₹1253 crores

Major contributions in our order inflows continue to be from Hydrocarbon and Petrochemical businesses.

In the upstream segments, major assignments secured during the year were Project Management Contractor (PMC) for Mangala Phase-2 EOR Project and FEED for Bhagyam Polymer EOR Project of Cairn India Limited.

In the refining & petrochemical sector, major consulting orders secured were DHDT Unit of BPCL Mumbai, Consultancy services for IOCL's Delayed Coker Unit & allied facilities under Distillate Yield Improvement Project at Haldia, Conversion of Catalytic Reformer Unit into Isomerization Unit and Process Design & EPCM Consultancy Services for Tail Gas Treatment Units (TGTU) Project at Mumbai Refinery of BPCL.

The Company further augmented its foray into the LNG sector with the award of FEED for LNG Terminal in Gir Somnath, Gujarat, for HPCL Shapoorji Energy Limited (HSEL).

In the infrastructure field, EIL was awarded Projects from Indian Rare Earths Limited (IREL), Chatrapur, Ganjam, Odisha for Consultancy Services for Site related Civil, Electrical and Mechanical Piping Works of 5 MLD Sea Water Desalination Plant, Punjab Water Supply & Sewerage Board for DPR for Abatement of pollution in Buddha Nala in Ludhiana City and Kamarajar Port Limited for Development of Container Terminal through PPP mode on DBFOT basis.

The Company also secured business in newer areas such as Pre-Feasibility Study for Coal to Poly Generation Project at Mundra, Gujarat of Adani, Petcoke Gasification Feasibility Study report for NFL-Nangal, DFR of Solar Power Project at GAIL Pata.

In the pipeline sector, EIL secured Project Management Consultancy Services for KG Basin Pipelines Restoration Works including Health Assessment/Integrity Check of the Pipeline System for GAIL and EPCM Services for re-routing of Mumbai-Manmad Pipeline for BPCL.

In LSTK domain, EIL was successful in securing the job for executing Hazira Modification Job under Daman Development Project on OBE basis from ONGC.

In the overseas markets, the Company achieved considerable success during the year. EIL has made significant foray into Africa by securing a PMC assignment for a Grassroot 460,000 BPSD Refinery and 690 KTPA Polypropylene plant for Dangote Oil Refining Company in Nigeria. This is, till date, the largest value consultancy order received by your Company. In addition to the above, EIL has secured Consultancy Services assignment for Lobito Refinery Project of Sonangol E.P. in Angola. EIL was also

successful in securing a PMC assignment for a Fertilizer Project comprising Ammonia, Urea & Methanol Plants of Brass Fertilizer in Nigeria. The Company has also made a successful entry into South Sudan by securing a Feasibility assignment for building the South Sudan-Ethiopia-Djibouti Pipeline.

EIL has been very successful in Oman this financial year. The Company secured PMC Services for an Integrated Petrochemical Complex near Sohar Refinery for Oman Refineries and Petroleum Industries Company (Orpic). This is a very significant project for Orpic as well as Oman. Additionally, EIL also bagged a PMC assignment for RFCC Revamp and improvement works for various units at Sohar Refinery and Preparation of FEED for Pet Coke Handling Facility.

In Bahrain, EIL was awarded its first Training Assignment, where the Company's specialists provided training to Bahrain Petroleum Company (BAPCO) employees on Design and Engineering concepts. This has opened new avenues for EIL to undertake training assignments for BAPCO and other clients in the Hydrocarbon sector in the International market. EIL was successful in renewing its General Services Agreement with BAPCO for further 2 years which is also likely to pave the way for various engineering assignments for the Company.

UAE has been a very consistent market and provided success to EIL in its effort to expand its business prospects overseas. The Company has already strengthened its existing engineering office in Abu Dhabi. In UAE, EIL succeeded in securing assignments from Takreer involving Consultancy services for Crude Unit Tower Debottlenecking at Abu Dhabi Refinery, Mussafah Terminal Fire Fighting Facility Adequacy Study and SOR Development and Protection Relay Coordination Study for Abu Dhabi Refinery Division Electrical Power Network.

EIL has also made entry into Russia by securing an assignment for a Natural Gas Based Urea Ammonia Plant.

2. Business Environment & Future Outlook

As per latest World Economic Outlook report, global growth still remains in low gear. For FY 2015, it is projected at 3.5%. In USA, growth is expected to rise from 2.7% in 2014 to around 3.6% in 2015. In Euro area, growth in the third quarter of 2014 was modestly weaker than expected and continues to decline. In Japan, the economy fell into technical recession in the third quarter of 2014 but it may strengthen in 2015-16. Russia's sharp slowdown and depreciation of the Rouble have also severely weakened the outlook for other economies in the Commonwealth of Independent States (CIS) group. China's economic growth is expected to reduce from 7.4% to 6.8% in 2015. Sizable uncertainty about oil prices in the future and the underlying drivers of the price decline have added a new risk dimension to the global growth outlook in Sub-Saharan Africa, Nigeria and South Africa.

Indian GDP at Constant prices (2011-12) in Q3 has registered a growth of 7.5% (at factor cost it is 5.8%) during the year 2014-15. The growth in the 'construction' and 'manufacturing' sector is estimated to be 4.5% and 6.8% respectively.

India's position in the global economy is showing signs of stabilizing and is expected to improve in the coming years. With the drop in Crude Oil Price, the current account deficit is also under control.

India is the world's fourth largest energy consumer. The total size of the Indian Oil & Gas sector is estimated to be around US\$ 139.8 billion. In view of the rapid economic advance being made by the country, oil consumption is expected to grow at Compounded Annual Growth Rate of 3.2% between FY 2008 and FY 2016. By 2025, the Indian demand for oil will outstrip Japan to become the third-largest consumer of oil in the world.

With shortfall of domestic gas supplies, India increasingly relies on imported LNG. LNG imports account for almost 25% to the total gas demand in the country. In the next five years, the demand for gas is expected to more than double. India was the fourth-largest importer of LNG in 2013, accounting for more than 5.5% to total global imports. India's LNG imports are forecasted to increase at a CAGR of 33% during 2012–17.

EIL is hopeful that with a stable government at the centre, there will be a renewed focus on revival of investment climate both in energy and infrastructure sectors which can provide growth opportunities for us. The diversified segments of Renewables, Water & Waste water management, Infrastructure and fertilizers have strong potential for future growth and will continue to be focus areas.

In Renewables space, your Company is planning to make inroads for setting up solar power projects in India. We also plan to capitalize on the current success from overseas markets and build on the credentials for PMC and FEED services for green field and brown field expansion projects in hydrocarbons.

3. Financial Performance

The key highlights of the financial performance of the Company for the year, as stated in the audited financial statement, along with the corresponding performance for the year are as under:

(Figures in ₹ Lakhs)

No.	Description	2014-15	2013-14
A (i)	INCOME FROM SERVICES RENDERED	171300	182359
A (ii)	OTHER INCOME	27311	23209
	TOTAL INCOME	198611	205568
B.	EXPENDITURE		
i)	Cost of rendering services	149892	134310
ii)	Depreciation	1963	1455
	TOTAL	151855	135765
C	PROFIT BEFORE TAX (A-B)	46756	69803
D	Provision for Current tax	15924	21375
E	Provision for Deferred Tax	(90)	550
F	Prior Period Tax Adjustments, Short/(Excess)	124	(98)
G	PROFIT AFTER TAX (C-D-E-F)	30798	47976
H	Dividend	16847	21900
I	Tax on Dividend	3302	3654
J	CSR Activity Reserve	(20)	609
K	Retained Profits	10669	21813
L	RESERVES & SURPLUS	239943	229329
M	NET WORTH	256790	246176

3.1 Segment wise Performance

In line with Accounting Standard (AS-17) "Segment Reporting", the Company has (segmented) strategized its business activity into two business segments i.e. Consultancy & Engineering Projects and Turnkey Projects, taking into account the organizational structure and internal reporting system as well as different risks and rewards of these segments. Segment results are given below:

(Figures in ₹ Lakhs)

Consultancy & Engineering Projects	Year ended 31.03.2015	Year ended 31.03.2014
Segment Revenue		
Consultancy & Engineering Projects	94797	110907
Turnkey Projects	76503	71452
Total	171300	182359
Segment Profit From Operations		
Consultancy & Engineering Projects	22791	49196
Turnkey Projects	5602	4033
Total (A)	28393	53229
Prior period adjustment	818	277
Interest	23	6
Other un-allocable expenditure	8107	6352
Total (B)	8948	6635
Other Income (C)	27311	23209
Profit Before Tax (A-B+C)	46756	69803
Capital Employed (*)	256790	246176

(*) Fixed Assets used in the Company's Business or Liabilities Contracted have not been identified to any of the reportable segments as the fixed assets and support services are used interchangeably between segments. Accordingly, no disclosure relating to segment wise assets and liabilities has been made.

3.2 Financial Performance in relation to Operational Performance

The Company has registered turnover of ₹171300 Lakhs in FY2014-15, as stated in the audited financial statement. The revenue from consultancy business is ₹94797 Lakhs and from Turnkey Project was ₹76503 Lakhs.

The Company has recommended a final dividend of ₹2.00 per share (Face value ₹5/- per share) in addition to interim dividend of ₹3.00 per share paid during the year.

4. Risk & Concerns

The Company has a Risk Management policy with a robust supporting risk management framework which facilitates identification and assessment of new risks and review of presently identified risks. The process is based on identified risks and the risk events or factors which require regular assessment and quick response. Based on the probability and impact of the risk, the requisite controls and action plans have been designed and implemented.

The objective of risk management in the Company is to act as enabler in maintaining its knowledge edge, sustaining and expanding the business, being competitive and ensuring execution of projects within budgeted cost and time, resulting in improved turnover and profitability.

Some new initiatives have been taken up in the field of risk management like Risk wise audit. It assesses the status of risk at a particular point (duration) of time and helps in quick re-assessment of existing controls/action plans.

The elements of risks have been identified by the Company and disclosed for the benefit of all stakeholders. To cover all the elements of risks at enterprise level, all risks have been divided into nine categories.

Risks, their root causes, controls and action plans are prepared by process owners and updated regularly. These are approved by the Risk Management Committee (RMC) with Director (Finance) as chairman of RMC and all the Executive Directors, HOD (ITS) & Company Secretary as members. Risk compliance verifications are conducted regularly to test the compliance of controls and the same is reported to the RMC. The risk identification & assessment processes and risk audit process are being handled through Enterprise Risk Management System (ERMS) software and improvement is done regularly.

Based on periodic reviews and implementation of recommendations resulting from review process, the ERM process is continuously improved and strengthened. Project Risk Management has been implemented for high value and important projects as per the criteria approved by the RMC. A risk register is prepared by listing all possible risk events of every discipline associated with the project. Risk Management Team constituted for the project approves the first risk register and meets every month to update it and continuously focuses on mitigation of the identified risks. The risk severities are categorized in critical, major, cautionary and minor based on the probability and overall impact. Project Risk Management helps in facilitating management towards risk mitigation for effective project implementation. During the year, Review of Project Risk Management Plan was done by the RMC as well.

Communication is maintained regularly across the organization to spread awareness on risks, root causes and action plans through in-house risk management awareness programs, external trainings & seminars and certification programs on Project Risk Management.

To create awareness and increase the involvement of employees, a bi-monthly risk newsletter 'Risk Screen' is being published. It is being shared with all the employees to inform them about various risk management activities/achievements, new topics/practices/updates on ERM or PRM and to create enthusiasm in them to control risks in their work processes and areas.

The Company is committed to further strengthen its risk management capabilities in order to protect and enhance shareholder value. Continuous efforts in creating new opportunities, improving competencies/knowledge in various areas leading to improved performance and leveraging existing knowledge resources, in line with the risk appetite of the company, helps to protect the shareholders' interests.

5. Internal Control Systems

The Company has in place adequate systems of internal controls and documented procedures covering all financial and operating functions. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses and ensuring reliability

of financial and operational information. The Company has continued its efforts to align all its processes and controls with global best practices.

Some significant features of the internal control systems are:

- Preparation and monitoring of annual budgets for all operating and service functions.
- A well established Internal Audit team reviews and reports to management and audit committee regularly on the adequacy and compliance of internal controls across the organization.
- Clear delegation of power with authority limits for incurring capital and revenue expenditure.
- Corporate policies on accounting and capital acquisition.
- Periodic meetings of the management committee at apex level to review operations and plans in key business areas.

6. Memorandum of Understanding (MoU) with the Govt. of India

EIL signed an MoU with Ministry of Petroleum & Natural Gas (MoP&NG) for the year 2015-16 with targets for turnover and gross operating margin rate along with initiatives for Human Resource Management, R&D, Productivity & Internal Processes and Sustainability projects.

7. Significant Initiatives

In the current refining scenario, the Gross Refining Margins (GRMs) of vintage refineries with small capacities and low complexity are under stress. In order to maintain leadership position and consolidate business in the core area, EIL has therefore, made significant suo-moto initiatives to offer prospective clients with opportunities for improving performance by means of energy optimization, yield improvement, refinery petrochemical integration, pet-coke gasification for refinery-fertilizer integration, bottoms upgradation etc.

Focus on internationalization has also been given significant thrust by means of plans to ramp-up the Company's presence in Middle East and focus on South East Asia as a new geography for leveraging its technological competence in the core sectors. Africa as a sunrise sector and USA as a strategic area are also under focus.

7.1 Human Resources

The HR function works in close alignment with the Organization's business priorities and aspirations of its people. Endeavours taken during the year have further consolidated the initiatives taken in the past and built on them further for creating systems for sustainable performance.

The year focused on strengthening HR's resolve in creating a more transparent, performance driven and nurturing environment for its key stakeholders – the people. The HR Agenda drawn for the year 2014-15 facilitated in prioritizing key action areas and synergized the HR teams to work in unison towards achievement of Organizational Goals.

Action points that emerged from the Employee Engagement Survey-'Abhiviyakti' were taken up for implementation in a phased manner. The HR Meets and HOD meet-Vicharavesh continued to provide valuable platforms for effective brainstorming which brought forth various suggestions for implementation thereby creating an environment of ownership, trust and collaboration.

To create robust systems of performance assessment in line with Industry best practices, the performance appraisal process

and promotion policy for officers was reviewed and significant changes were brought about to drive higher engagement.

The Rewards and Recognition scheme was implemented and Annual Awards were presented to meritorious employees in recognition of exemplary contributions made in their areas of work.

The learning & development function was engaged in the task of creating multifarious learning opportunities for the employees. The core competencies of the Company were further strengthened by designing and organizing Domain & Specialized Programmes, whereas the managerial and behavioral capabilities were further strengthened through adequate focus on soft skills programmes. Training Division also organized programmes for client organizations in its newly acquired Profit Centre role.

In order to meet the expectations and aspirations of employees, policies regarding House Building Allowance, Leave, Medical, Grievance Management, Employee Benefits and entitlements etc. were revised and made more employee-centric.

Extensive efforts were made during the year for image building through advertisements in international magazines catering to the oil & gas industry to provide worldwide coverage. Creatives on conferment of Navratna status, Swachh Bharat Abhiyaan etc. were developed as signages which were displayed at strategic locations. To commemorate the 50th Anniversary of EIL, a Commemorative Postage Stamp and Coffee Table Book were released by the Hon'ble Prime Minister of India during Urja Sangam - an international energy summit organized in New Delhi on March 27, 2015 under the aegis of the Ministry of Petroleum & Natural Gas.

7.2 Marketing

EIL has continued to build further on its strengths in the hydrocarbon business in Middle East and Africa. EIL also made major breakthroughs in overseas markets with award of major Greenfield Projects in three new territories viz., Nigeria, Angola and Oman. The projects were secured against stiff international competition and this further strengthens our credentials in managing such multi-billion dollar projects in overseas territories as well.

EIL has been successful in widening its client base and geographical reach in various sectors. New clients added in the year includes Oman Refineries and Petroleum Industries Company (Orpic) in Hydrocarbon and Petrochemical sector, Sohar International Urea & Chemical Industries (SIUCI) in Fertilizer sector, Brass in Fertilizer sector in Nigeria, Dangote in Refinery sector in Nigeria, Sonangol in Refinery Sector in Angola, A & A Oil and Gas Group of South Sudan in pipelines, and Global Steel Holdings Limited, Russia in fertilizer sector.

Potential business opportunities have been identified in UAE, Oman, Kuwait, Indonesia, Vietnam, Nigeria, Angola etc. where bids/pre-qualifications are being submitted.

EIL has expanded its infrastructure in Abu Dhabi by leasing an office space for 100 employees. This office is expected to enhance business prospects for the Company in UAE region.

7.3 Operational Improvements

Keeping in view the Company's emphasis on improving the operational efficiency, various initiatives have been undertaken to move towards creating a robust Knowledge Management (KM) System. Electronic Document Management System (eDMS) is being utilized for live projects effectively for this purpose.

7.4 Diversification

With the objective of sustained business growth for the organization and brand building, the Company plans to diversify into related high growth industries where the core technological strengths can be leveraged such as Power (including solar, nuclear, thermal, wind etc.) and Water & Waste Water Management. The Company also plans to expand its EPC business and enter Design, Build and Operate business by entering into strategic tie-ups with equipment manufacturers and construction agencies.

Other focus areas of diversification being considered by EIL include strategic asset ownership in solar power sectors and Managed services. EIL is now entering into asset ownership in the fertilizer segment.

7.5 Cost Control & Monitoring

Effective cost reduction measures like reduction of support staff and overheads, better cost control etc. have been taken up.

7.6 Corporate Social Responsibility

CSR Policy of the Company is aligned with the national focus on inclusive growth, DPE Guidelines on CSR and the Companies Act 2013. The corporate systems and processes were strengthened with the formation of a CSR Committee of the Board and a CSR Council by EIL Management to provide direction and oversee the CSR initiatives of the Company.

8. Environment Protection & Conservation, Technological Conservation, Renewable Energy Development, Foreign Exchange Conservation

EIL has taken steps for the implementation of clean and green technologies in order to reduce carbon footprint of its projects. State-of-the-art technologies in the field of effluent recycle/reuse leading to Zero Liquid Discharge (ZLD) requirements, carbon management for control of volatile organic compounds, hazardous and solid waste management, recovery of oil from oily sludge and treatment of oily sludge using bioremediation process, opting for energy efficient processes and treatment systems have driven the Company's green initiatives.

9. Management Information System (MIS)

MIS in EIL is constantly being fine tuned to cater to the ever growing information needs for effective and quick decision making as well as for statutory requirements. The MIS Division is providing vital data inputs to various Divisions and Senior Management highlighting operating variables, achievement vis-a-vis budgets and other decision support data.

10. Disclosure by Senior Management Personnel

Reflecting EIL's commitment towards increasing transparency in all spheres, Senior Management Personnel have confirmed that none of them has material financial and commercial transactions where they have personal interest that may have a potential conflict with the interest of the Company at large.

11. Cautionary Statement

Statements in Management Discussion and Analysis describing the Company's objectives, projections, expectations and estimates are based on current business environment. Actual results could differ from those expressed or implied based on future economic and other developments, both in India and abroad.

Report on Sustainable Development

Introduction

"We are only custodians of the current world for the future generations and let us keep that in mind all the time from the Climate and environment perspective else we will never be forgiven for our behavior and damage we will leave behind because of our insensitive and profligate unsustainable ways – Anon"

EIL's sustainability mandate is cause and effect relationship of its business which evolve around complying with the environmental regulations and norms in a way that make it a responsible company and transparent to all its stakeholders.

EIL's sustainability focus is mainly towards:

- Delivering projects as per our Corporate Quality and HSE policies which enable our customers to far exceed their targets of sustainability.
- Fostering partnership with our esteemed customers, suppliers, contractors and the community to support sustainable development.
- Nurturing and training our highly qualified workforce for sustainability initiatives at individual as well as at society level.
- Developing and deploying environment-friendly technologies and work practices.
- Following robust Corporate Governance policies based on an established code of ethics, transparency and scientifically developed Risk Management System.

Our project designs support sustainability right from the concept stage to plant commissioning and subsequently during the commercial operation. Energy efficiency, resource optimization and safety of plant personnel & society at large are the cornerstones of our business operations and also ensure business continuity. Our design thrives on the green design concept that entails optimization of raw material, energy, space, water and the desired product specification.

Our R&D initiatives are focused on offering green technologies to our clients, which reduce carbon footprint and increase plant yield. These technology initiatives include coal gasification, coal to liquid, CO₂ removal from natural gas and DHDt and sulfur removal technologies from the fuel.

We at EIL firmly believe in and have consistently practiced robust corporate governance practices. Transparency, professionalism and accountability in our business operations build trust of all our stakeholders which is a pre-requisite for our growth. Our risk management policy and its supporting framework facilitate early identification and assessment of risks for timely intervention through appropriate control and mitigation measures.

EIL has an unconditional commitment to adhere to the highest standards in our corporate HSE practices. We are proud of our achievements at our construction sites of injury-free and incident-free man hours of work. The infrastructure and the work environment EIL provides to its employees, is built towards maintaining a sound work-life balance to enhance their professional and emotional growth.

EIL is a people-centric organization delivering excellence in our services through our people. Overall welfare of our talent pool continues to remain our top priority. We continuously strive to enhance the capabilities of our human capital by increasing the competency and commitment, through various HR initiatives such as reward & recognition scheme, transparent performance management system, mentoring, domain specific technical programs and management development programs.

We continue to reinforce our social commitment through various programs organized at construction sites to develop artisans amongst the local community for their contribution during plant construction and to prepare them with the necessary skill sets to exploit various available employment opportunities in the long run. Our business operations support developing local manufacturers and suppliers as our partners.

During the year 2014-15, our CSR expenditure stood at ₹1676.3 Lakh which exceeded the annual expenditure target of ₹1660 Lakh as per Companies Act 2013. Our CSR activities include education, health care, drinking water/sanitation, rural electrification, environment protection, women empowerment, upliftment of underprivileged, community development, vocational training, contribution to emergency needs and community development in the society.

EIL has made immense contribution in creating nation's wealth directly in terms of value of physical infrastructure created, net savings in outflow of foreign exchange, net worth of the indigenous manufacturing base developed and creation of vast and varied skill sets among a large pool of human resources.

In accordance with the call of time, EIL has refocused its engineering philosophy and business models to achieve long term sustainable growth. Alongside EIL has initiated evaluation and reporting of its performance on the triple bottom lines of economic, social and environmental aspects. We believe that the sustainability initiatives underway at EIL will propel our organization on an upward growth trajectory.

Organization's Key impacts on sustainability

Sustainable development is possible through collective contributions from the government, the society, business entities and the individuals across the globe. We at EIL as a consultant, plan to integrate sustainability and safety in our technology, design, engineering & construction practices.

For promotion of Sustainable Development, EIL is committed to:

- Conduct its business operations in line with Environment and HSE Policy.
- Support, advise and promote environment supportive practices to our clients.
- Promote employees' awareness and learning so that they may integrate environmental considerations into their daily activity.
- Work with clients, partners, suppliers and subcontractors to build a common environmental management system for each project.

- Advocate with key stakeholders and decision makers viz. investors, clients, suppliers, government agencies and regulatory bodies, about sustainable development and energy efficient policies.
- Engage in community welfare programs for sharing amongst the deprived sections the benefits of economic development.
- Promote use of technology and best practices for improving carbon footprints in our business operations.

Majority of EIL's revenues today and in near mid-term shall continue to flow from Indian region, especially the Hydrocarbon and Petrochemicals segment. Sustainable growth of EIL in near to mid-term shall be closely associated to the socio – political environment, economic growth and prospects of sustainable development and energy security in India.

EIL's R&D Capability for Sustainable Technologies

EIL's R&D is engaged in developing innovative solutions in hydrocarbon industry ever since 1970s. In the national market, EIL's designing capability can be judged from the fact that their designed refinery units refine more number of barrels of crude than anybody else in the market. Today, EIL through their R&D have been awarded 24 technology patents and more than 14 other patent applications under evaluation.

With a vision to become 'A world-class globally competitive EPC and total solutions consultancy organization', EIL is committed to provide best possible services and solutions to its clients world over. EIL through their R&D is also committed to serve the hydrocarbon industry with the most efficient and sustainable technologies.

Some of the environmental friendly & sustainable technologies developed by EIL are as under:

Meeting environmental quality standards by TGTU for Sulfur removal

Claus Tail Gas Treating (TGTU) process has been developed by EIL R&D to effectively remove Sulfur by recycling unresponsive Sulfur components like H_2S , SO_2 , COS, Sulfur, as H_2S to Claus section after Hydrogenation. Claus process integrated with tail gas treating unit can result in 99.9% removal of sulfur from acid & sour gases coming from amine regeneration & sour water stripper units in the refinery. With environmental quality standards getting stringent especially in terms of sulfur components, tail gas treating unit is need of the hour. A grass root 10 TPD SRU having an integrated Claus section & TGTU has been successfully implemented by EIL.

Cleaner atmosphere with CO_2 Removal process (COR) from flue gas by IIP-EIL Process

CO_2 Removal Process (COR Process) jointly developed by Indian Institute of Petroleum (IIP), Dehradun and EIL uses highly selective amine-based solvent to capture CO_2 from flue gases. High CO_2 loading makes the process economically attractive. The CO_2 removal efficiency of COR Process ranges from 75%-90%. Highly pure CO_2 produced by this process, can be used for production of urea in fertilizer industry. EIL provides total design solution for grass root COR Plant along with ancillary equipment including water removal tower, blower, absorber & regenerator.

Cleaner atmosphere with SO_2 Removal Process (SOR)

SO_2 Removal Process (SOR) has been jointly developed by Indian Institute of Petroleum (IIP) & EIL for flue gas desulfurization. The

process can handle SO_2 concentrations varying from 1200 ppmv to as high as 20 vol%, and produces a treated gas stream with less than 100 ppmv SO_2 concentration. Process is economical as it is regenerative in nature and is also highly energy efficient. The process can very well be integrated with a Claus unit where SO_2 can be used to enhance capacity of SRU. EIL provides total design solution for SOR Process.

Cleaner future with Ammonia treating process (ATP) technology

Ammonia Treating Process (ATP) is developed by EIL to separate and process ammonia from sour water stripper (SWS) gas. This technology offers multifold advantages in the form of enhanced capacity & less backpressure to SRU unit ensuring smooth and trouble free operation. Reduction in NO_x formation helps keep the total emissions in check. In addition, a value added product in the form of ammonium sulfate is recovered which can be used as fertilizer. EIL has done rigorous experiments on bench scale level and has a comprehensive set of data available. EIL with its experience as SRU licensor has potential to offer ammonia treating process in refineries.

Vapor recovery and VOC capture technologies

EIL has developed an efficient technology to capture and recover hydrocarbon vapors using activated carbon. The vapor recovery units have been designed for all types of hydrocarbons including benzene. EIL's vapor recovery units safely prevent harmful volatile organic compounds (VOCs) from being released into the atmosphere during operations that involves transfer of evaporative hydrocarbons. The recovery of hydrocarbons that would otherwise be wasted via a combustion process, delivers a significant return on investment while meeting any known worldwide emission standards. The units have been designed considering absorption and recovery efficiency, safety and cost to the client. The designs are available in both skid and non-skid versions.

Spent Caustic Treatment

EIL designs these units with distinct features, to handle high sulfide concentration in the feed. The overall conversion achieved at the outlet of oxidation reactor is as high as 99.8%. The process used is found to be economical and environment friendly when compared with other technologies using chemical oxidation with H_2O_2 or wet air oxidation using patented process. The installed capacities include a unit of 5 m^3/h .

Environment Performance

Environmental Services to Industries

EIL is a leading consultant in India in carrying out Environmental Impact Assessment (EIA) studies and preparation of Environmental Management Plan (EMP) for new projects. A comprehensive and detailed EIA study helps in accurately predicting & assessing the environmental & socio-economical impacts of the proposed new facilities.

Having accurately predicted the impacts, EIL ensures that all negative impacts are properly addressed and all mitigations measures are taken to ensure the sustainability of environment in the region. EIL also carries out Environment Health Risk Assessment study for its clients, which helps in tracing the impact of various pollutants on health of the people in the vicinity of the plant.

In its commitment to the environment, EIL is pioneer in deployment of state of art technologies in the field of effluent recycle/reuse leading to Zero Liquid Discharge (ZLD) requirements, carbon management

to control volatile organic compounds, hazardous and solid waste management, recovery of oil from oily sludge and treatment of residual oily sludge using bioremediation process, opting energy efficient processes and treatment system, etc.

Green Initiatives

EIL has installed 90kWp Solar Photovoltaic (SPV) rooftop system-grid connected without battery in compliant with Ministry of New & Renewable Energy (MNRE) guidelines in its EIL Gurgaon building complex in December 2013. The SPV system has been generating power immediately after commissioning since January 2014. The SPV system has generated approximately 1,25,000 KW of energy with a daily generation of above 300kW on an average sunny day.

The maximum daily generation of 529kWh of energy was observed on 13th March, 2014. However, total Power consumed in EIL Delhi is 68,55,940 KW and at Gurgaon office is 26,55,770 KW. With the provision of SPV system, the demand of electricity from the state electricity grid has reduced. During disruption of Grid power supply to the complex, the in house diesel generation (DG) set provides the power. Simultaneously the SPV system augments the in house diesel generator set.

Green Technologies

The exploration, production, refining & distribution of petroleum products result in the generation of a considerable volume of petroleum sludge. The contaminants in sludge are considered hazardous because of the presence of benzene (a confirmed human carcinogen) & other toxic contaminants.

EIL took lead in addressing this problem and evolve a solution to the problem which is not only sustainable but also has environmental, social & economical acceptance. EIL's R&D & Environment Divisions in association with Indian Institute of Technology, Roorkee brings together extensive expertise in chemistry, biology and microbiology in carrying out research & development to offer confined reactor based solutions for bioremediation of oily sludge to its clients. Reactor-based bioremediation is better alternative to land-farming as it offers onsite treatment of sludge thus avoiding off site transport of hazardous oily waste & is characterized by much higher rates of degradation due to minimization of mass-transfer limitation & increased desorption of contaminants by continuous mixing. Residual material after bioremediation is non-hazardous and contains inorganic clay, silt or sand, water, and very low levels of hydrocarbons. Residual solids can be de-watered & reused in asphalt or other industrial purposes.

Water Conservation

EIL has also been providing solutions for water resources management while protecting or restoring our major water ecosystems. EIL helps enable the adoption of innovative integrated water management for industries & municipalities, while working to increase environmental, social and economic benefits. Some of the approaches which EIL has been adopting in its design & engineering to conserve our water resources include the following:

- **Water Conservation:** This involves minimizing the water consumption & adopting advanced process technologies resulting in less effluent generation. This also involves recovery of water from all feasible sources.

Water is primarily consumed in EIL offices for drinking, cleaning, washing, cooling, plantation/horticulture etc. The consumption of water at EIL Head Office at New Delhi is about 210 KL/D as against

400 KL/day reported last year. whereas at EIL Gurgaon office it is about 100 KL/day. Water is sourced from the ground water for both New Delhi & Gurgaon offices. The water consumption varies from 1000 to 2000 m³/annum at different offices of EIL at Mumbai, Chennai, Kolkata and Vadodara which includes sourcing partly from ground water and partly from municipality supplied water. Although the water is sourced both from ground water and municipalities (which further source it from surface water bodies), there is no significant impact of withdrawal on water sources in view of very minimal quantity of water withdrawn. There is an increasing awareness in the organization in managing water resources. Fourteen number of water recharge wells have been installed in and around EIL's Gurgaon campus for recharging ground water. These will store 50000 m³ of surface run-off on their ground aquifer considering the yearly rain intensity of 600 mm. The usage of water in the company is in two categories.

- (i) At Delhi and Gurgaon, where we have large office complexes, the water is used for domestic services. Sourcing of water at both the places is from ground water. In Gurgaon campus, EIL has state-of-the-art MBR based sewage treatment plant where complete treated waste water is recycled for horticulture purpose within the premises.
 - (ii) The other category relates to providing design services to clients for usage of water in their commercial plants. Different solutions for diverse technologies are worked out for clients and company has now formulated policy for Zero Discharge for future implementation.
- **Zero Liquid Discharge Concept:** This involves treatment of liquid effluent/waste water to produce fresh water or de-mineralized water from effluent.
 - **Water Pinch:** This involves applying the concepts of Pinch Analysis to improve the water utilization and treatment system together. This helps us in allocating and reusing different water sources effectively for various demands and thereby achieves the target of zero liquid discharge.

Effluent Management & Zero Liquid Discharge

In India, the regulatory requirements in terms of Environmental protection are quite stringent. By any benchmark, India has an extensive environmental management system with a comprehensive set of environmental laws, specific statutory mandates, regulatory instruments, and institutional frameworks to implement and enforce environmental policy objectives.

Various technologies & treatment processes were studied with respect to their merits & demerits for being adopted as potential technology/process for effluent treatment & recycle. Pilot plants were put up in association with the clients and the system suppliers to evaluate the performance of various treatment options in effluent recycle.

Prominent pilot plants include an enhanced chemical oxidation process using hydrogen peroxide in presence of UV rays at MRPL-Mangalore Refinery and a high efficiency reverse osmosis plant at IOCL-Panipat Refinery. After a comprehensive study and zeroing down on the treatment processes, the first full-scale effluents recycle plant to produce D.M. water from refinery effluent was put up at IOCL for their Panipat Refinery Expansion Project (PREP), which was successfully commissioned in the year 2006. This was a

unique milestone in the history of effluent recycle and the concept of zero liquid discharge in hydrocarbon industry in India. The success of effluent recycle plant at IOCL-PREP prompted the hydrocarbon industry in India to increasingly implement such concepts in order to meet the zero liquid discharge requirements stipulated by the regulatory authorities.

Some of the other effluent recycle plants which either have been commissioned or are under construction include IOCL - Panipat Naphtha Cracker Project (PNCP), HPCL Mumbai - Integrated Effluent Treatment Plant (IETP), BORL - Bina Refinery, HMEL - Bhatinda Refinery, MRPL - Phase III Expansion project and OPaL-Dahej Petrochemical Complex.

Solid Waste Management

Due to the nature of our business, solid waste generation is also fairly limited in EIL offices and restricted primarily to municipal solid waste (MSW). A major component of the solid waste generated is paper waste which is sent for recycling. Other wastes include e-waste and a small proportion of wastes like batteries, electrical waste, waste lube oil, etc. Our waste management practices seek to reduce the environmental impact of this limited waste to the extent possible by reduction in generation, segregation at source and proper management including recycling and disposal through authorized recyclers. Other mixed dry waste is sent to scrap dealers or municipal disposal.

EIL also recognized the importance of contributing to the protection of our environment by minimizing use of paper that comes from well-managed forests or other controlled sources. Today's information and communication technologies provide many opportunities for businesses to function with far less paper. Electronic mail, Intranets, IP transfer, Internet and document scanner can radically reduce paper use, while also save time and money. EIL's print/paper reduction program continues to expand across the board in the organization. Our goals remain the same: - continue to reduce overall print volume, increase duplex usage, and remove non-sustainable devices from use in the company. Duplexing along with the reduction in overall printing has allowed us to eliminate many non-committed print jobs and has grown our sustainability-related cost savings. In the area of print management, our adoption of new practices and instigation of behavioral changes in our users has made a significant impact in our company.

EIL also offers its services to industries and municipalities to develop and implement scientific & sustainable methods for Solid & Hazardous Waste Management comprising segregation, storage, collection, transportation, treatment and disposal of waste by proper utilization of resources (men, money and materials) and as per the applicable provisions of The Municipal Solid Wastes (Management and Handling) Rules, 2000; E-waste Management and Handling Rules, 2011; Hazardous Waste (Management, Handling and Trans-boundary Movement) Rules, 2008; and other applicable rules, regulations and statutory provisions.

Social Performance

Human Resources & Human Rights

Human resources along with technology are the two prime resources of consulting organizations like EIL. Over the years, EIL has earned the reputation of being a veritable treasure of technical knowledge, skills and professional competence.

Programmes such as skills management and lifelong learning support the continued employability of employees and assist them in managing career endings including HSE and Sustainability activities.

Labour Practices Strategies

Finding and retaining right people has always been a challenge for the high end consultancy companies as we require a flexible and highly skilled global workforce to deliver in often very demanding environments.

We have two types of work force, one working at HO in design areas and the other working on field in execution of the projects. Additionally, Contractors account for approximately three quarters of the hours worked by our workforce on projects. It is therefore especially important that these contractor personnel understand and reflect our values and are aligned with our culture.

The industry is experiencing a shortage of skilled and experienced contractors in technical disciplines and it is expected that this trend will continue. Therefore we are conscious of the need to ensure that contractors working for us meet and maintain our standards.

People working in field are trained on labour related policies of the organization to maintain standards in services with regard to implementation of managing contractor's personnel.

We have firm policies in place to select contractor, ensure they are accountable, monitor and audit them and report on their performance. We have also firm plans to focus on improving the quality of contractor personnel and the way to manage them.

Social Strategy and Management Approach (Anti-Corruption strategies)

EIL Vigilance Department under the leadership of Chief Vigilance Officer (CVO) consistently works towards achieving a transparent and impartial working environment in the company and spreading vigilance awareness to all employees to eradicate corruption in all its forms. CVO acts as a link between the company and Govt., CVC, CBI, etc.

Vigilance Department undertake activities such as Intensive Examination of EIL's own jobs on LSTK/OBE basis, random surprise inspection of in-house Contracts/Purchases, scrutiny of Immovable Property Returns, Vigilance clearance of employees, investigation of complaints etc. with the focused objective of ensuring conformity to the company procedures and Government guidelines. For systemizing the work, various rules, regulations and procedures of the company are reviewed and scrutinized from time to time. The observations reported by Central Vigilance Commission (CVC) are examined and necessary actions are taken. System improvements are suggested to the Management wherever found necessary and compliance of the same are pursued for improvement.

As per CVC guideline 'Structured Meetings' are held between CVO, C&MD and Directors in every quarter related to Vigilance matters. Inter-directorate meetings are also held periodically between CVO & Directors to resolve the pending issues. Vigilance activities are also presented to the Board of Directors on half-yearly basis.

Vigilance workshops, interactive sessions, seminars, debates, Vigilance Awareness Week etc. are organized in HO, Regional, Branch, Procurement and site offices of EIL for spreading vigilance awareness and encouraging "Participative Vigilance" amongst the employees of EIL.

Product Responsibility (Quality Assurance)

Our organization is ISO 9001:2008 certified for Quality Management Systems and current certificate is valid up to 13.10.2015.

The certificate for conformance was originally awarded & issued on 26.09.1994 and since last 20 years we are continuously maintaining this certification. The renewal certification Audit has been successfully completed on 29.08.2012 and auditors have recommended for certificate of conformance for further period of 3 years.

Our organization does have a mechanism for monitoring and collecting feedback/perception of our customers. It is our basic policy in EIL to meet or exceed the customer needs and expectations and pursue excellence in delivery of our services. To serve our customer's needs / expectations in the best possible manner, we take customer feedback and suggestions about the services provided by EIL for various Projects. This gives us pertinent information and an opportunity to evaluate our services/deliverables critically and bring further improvement in our systems and processes on a continuous basis.

Product Responsibility (Health & Safety)

EIL's commitment to HSE requires that their operations be conducted in such a way as to preserve the health and safety of their employees, client official, contractors, vendors, and other stake holders associated with EIL working and to give due regard to the protection of the environment.

The highest standards in health, safety and environmental preservation and protection can only be achieved through a systematic approach to the establishment, implementation and maintenance of an HSE Management System designed to ensure, as a minimum, compliance with the laws and project requirements and to achieve continuous performance improvements.

EIL has therefore evolved its safety management system which ensures that due attention is paid to every aspect of safety in design and, at the same time, is flexible enough to adapt to the customer's special requirements. It is the conscious effort of project management that such safety enhancement activities are carried out in a manner that does not affect the schedule and quality of works.

The HSE services that EIL provides to its clients are continually assessed for improvements and enhancements.

Various safety studies are undertaken by EIL at various stages of the project to ensure Plant safety. These are as under:

- Rapid Risk Analysis
- Safe Design Procedures
- Hazard And Operability Study
- Safety Integrity Level (SIL)
- Quantitative Risk Analysis Study (QRA)
- Hazard Identification Study (HAZID)
- Gas dispersion Study (Flammable & Toxic Gas)
- Vent Radiation Study
- Consequence Analysis
- Fire Safety Assessment
- Safety Layouts

- F&G Layouts and Cause/ Effect Matrix
- Qualitative Risk Analysis study
- Disaster Control and Management Plan
- Escape Evacuation and Rescue Assessment
- Escape Route layouts
- Flare Radiation and Dispersion Study

HSE activities (Construction)

Construction division has an impressive track record of achievements and client satisfaction. The division during the five decades of its functioning has provided construction management services for construction of more than 250 major projects besides numerous small ones within the country and overseas.

Presently there are more than 40 construction sites spread all over India and overseas projects are being executed at Abu Dhabi, Algeria, Nigeria and Bangladesh.

EIL Construction on an average renders supervision for more than 150 million man hours annually at sites. Construction team has been credited with many accolades and landmarks in HSE aspects. Some of the notable achievements are as under:-

- 81.86 million man hours without any LTA(PREP project, Panipat)
- 80 million man hours without any LTA(PNCP project, Panipat)
- 60 million man hours without any LTA (Rehabilitation & Adaptation of Skidda RefineryProject, Algeria)
- 50 Million man hours without any LTA(OPaL Dahej Gujarat)
- 36.29 million man hours without any LTA(PTA project, Panipat)
- 48.3 million man hours without any LTA(MRPL Phase- III Mangalore)
- 40 million man hours without any LTA(BCPL Lepetkata Assam project)
- 50 million man hours without any LTA (BCPL Lepetkata Assam project)
- 18.04 million man hours without any LTA(DBPL project,Bangalore)
- 14 million man hours without any LTA(SSP, Padur Karnataka)
- 12.4 million man hours without any LTA(GAIL Pata, Petrochemical Complex)

EIL is also a member of British Safety Council (Membership No: 104420) and National Safety Council (CM-DLI-225) for keeping abreast with latest trends and development in HSE matters. Further external training is also being arranged through the institutions to employees.

Following actions has been taken by Construction division under SD plan:

- Waste management and environmental aspects have been introduced in HSE specifications of recently awarded MBPL and MBBVPL projects of GSPC.
- Separate contract has been awarded in GSPC Kakinada for disposal of empty cable drums.
- Separate housekeeping contracts are being introduced at all major project sites.

Sustainable Development Initiatives by EIL

Sustainable Development has become a necessity and a reality. EIL's commitment to sustainability has been strong and enduring and our ability to evolve and grow defines what EIL stands for today.

EIL has endeavoured into Sustainability by constituting following Sustainable Development Initiative Project under Technical Directorate:

- Further Improvement on Biodiversity Conservation at one EIL Project Site

Biodiversity

Biodiversity is the variety and variability of life on Earth. This includes all the plants and animals that live and grow on the Earth, all the habitats in which they survive, and all the natural processes of which they are a part. The earth supports an incredible array of biodiversity. Unfortunately, the earth's biodiversity is disappearing, with an estimated 1,000 species per year becoming extinct. Conserving biodiversity is especially crucial in developing countries where people's livelihoods are directly dependent on natural resources such as forests, fisheries and wildlife. With the increasing pressure and demand for land and unplanned land use of various landscapes, for majority of the biodiversity has become the main abode for survival.

As emphasized by the Convention on Biological Diversity, any strategy to slow the loss of biodiversity and to enhance its contribution to sustainable development must integrate three essential elements: conservation of biodiversity, sustainable use of its components and the equitable sharing of benefits.

The Research and Development campus of Engineers India Limited spread over 33 acre at Gurgaon is under rapid changes because of construction of buildings. The vegetation of the campus is highly fragmented and very little wild population of plants is left out. In the present scenario, the systematic exploration and documentation of flora and fauna in each season will provide a complete picture

of current biodiversity in a stepwise and usual manner. Moreover, an additional plantation program carried out during the present exploration study which adds few numbers of species to the present plant diversity. Exploration of species season wise within the campus area and addition of plant species through plantation programme in gap areas will give a result of improvement in biodiversity.

A total of 314 species were enumerated and identified in the R & D complex area in 2014-15. 52 more plant species are added to the species enumerated in 2013-14 through continuous enumeration and plantation activity. Based on habit types, herbaceous plants were dominant in the study area and represented with 174 species, followed by trees (82 species), shrubs (44 species) and climbers/stragglers with 14 species. The diversity index for herbaceous species was calculated and found 2.0 for 2014-15. A total of 11770 individuals of 28 different species were planted in the campus to improve the diversity in 2014-15.

A total of 57 species of birds were observed during survey carried out in the R & D Complex followed by 24 species of butterflies, 3 species of dragonflies, 5 species of reptiles and 4 species of mammals. Three striped palm squirrel, Common Indian Mongoose, Common Rat, and Bonnet Macaque Monkey are some of the major mammals sited in the complex.

A Shade/Net green house with 15 m length and 10 m width has been developed to nurture the saplings and seedlings requirement in the R & D Complex, Gurgaon. This will help in cultivation of flowering plants, foliage plants, medicinal and aromatic plants, vegetables & spices and protection against pest attack.

In order to sustain the rich biodiversity on the campus, a system of monitoring the critical habitats and indicator species has to be evolved. Practical guidelines and tools for biodiversity monitoring can be easily devised. Development is a necessary evil and will take place with time but one needs to recognize the potential of the campus as a green lung and carbon sink; if absolutely needed sustainability of the natural wealth should be given due consideration.

Annual Report on CSR Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

EIL's CSR policy is strongly integrated into the Company's business vision, where the company is committed for operating its core business in a socially responsible way, by taking into consideration the wider interests of the community and the environment, with a vision of promoting sustainable development.

Board approved EIL's CSR policy aims at bringing about a radical change in the quality of lives of people by undertaking positive interventions through social upliftment programmes. The CSR mission of EIL have been guided by two elemental ideations, namely, the philosophy of enhancing the educational, health and environmental conditions of the society and towards supplementing/supporting the ongoing and planned initiatives of the local, state or central government with projects/programs being located in and around its work places which includes project sites, regional & branch offices and Head office. EIL has undertaken CSR Projects/ Programs in line with Schedule VII of the Companies Act 2013, which are under the following thrust areas:

- I. Education
- II. Healthcare
- III. Drinking Water/ Sanitation
- IV. Rural Electrification
- V. Environment Protection/ Sustainability
- VI. Women Empowerment
- VII. Upliftment of underprivileged
- VIII. Community Development
- IX. Vocational Training/ Skill Centre
- X. Promotion of sports and Protection of National Heritage, art and culture

In addition to above, the CSR highlights are also given in the Directors' Report.

The web link for EIL's CSR project or program is <http://www.engineersindia.com/corporate-social-responsibility/m-122>.

2. The composition of the CSR Committee.

The details regarding composition of CSR Committee are given in the Corporate Governance Report annexed to the Directors' Report.

3. Average net profit of the company for the last three financial years.

Average net profit of EIL for the last three financial years i.e. FY 2011-12, FY 2012-13 and FY 2013-14 was ₹830.70 Crore.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above).

The prescribed CSR expenditure i.e. 2% of ₹830.70 Crore is ₹16.60 Crore.

5. Details of amount spent towards CSR during the financial year 2014-15:

a) Total amount to be spent for the financial year

Total amount to be spent for the financial year 2014-15 was ₹16.60 Crore.

b) Amount unspent, if any;

Nil

c) Manner in which the amount spent during the financial year 2014-15.

Details are annexed to this report.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee confirms that the implementation and monitoring of CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

Veena Swarup
Director (HR), Member-CSR Committee

Sanjay Gupta
Chairman-CSR Committee

Annexure to Annual Report on CSR Activities

Manner in which the amounts spent towards CSR during the financial year 2014-15.

(1) S.N.	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Location		(5) Amount outlay (budget) project or program wise (₹ in Lakh)	(6) Amount spent on the projects or programmes		(7) Cumulative expenditure upto the reporting period (₹ in Lakh)	(8) Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
1	Construction of Old Age Home of Brahmvetta Shree Devaraha Hans Baba Trust	Upliftment of Underprivileged	Village Bhagdevar, P.O. Mahuari Kalan	Mirzapur District, Uttar Pradesh	20	3	-	3	Brahmvetta Shree Devaraha Hans Baba Trust
2	Construction of additional building at Barbaruah Jamirah Junior College	Education	Barbaruah Block	Dibrugarh District, Assam	5	1.25	-	1.25	District Administration, Dibrugarh and Barbaruah Jamirah Junior College
3	Renovation/ Upgradation of Infrastructure Facilities in Sarvajanin Govt. Aided High School	Education	Barbaruah Block	Dibrugarh District, Assam	5	3	-	3	District Administration, Dibrugarh and Sarvajanin Govt. Aided High School
4	Upgradation of infrastructural facilities of Sessa Tenali Moidamoni High School	Education	Barbaruah Block	Dibrugarh District, Assam	10	8.5	-	8.5	District Administration, Dibrugarh and Sessa Tenali Moidamoni High School
5	Construction of additional classrooms and construction of library cum reading room at Rameshwar H.S. School	Education	Barbaruah Block	Dibrugarh District, Assam	15	3.75	-	3.75	District Administration, Dibrugarh and Rameshwar HS School
6	Provided fully equipped Mobile Cancer Detection Van (X-Ray machine, mammography and ultrasound machines) for screening and diagnosing cancer and spreading cancer awareness among poor sections of society	Healthcare	Various locations in Delhi/NCR	Delhi	157.5	110.25	-	110.25	Indian Cancer Society (ICS)
7	Organized one assessment and distribution camp for distribution of assistive aids and appliances to Persons with Disabilities	Upliftment of Underprivileged	Hari Nagar	Delhi	12.5	9.12	-	9.12	Artificial Limbs Manufacturing Corporation (ALIMCO)

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
8	Setting up / construction of Green Cremation Systems	Environment Protection/ Sustainability	Babarpur in Shahdara and Satnagar in Karol Bagh	Delhi	156	124.8	-	124.8	Mokshda
9	Construction of Panchayat building with community hall and Water supply pipeline work from overhead tank to individual houses	Community Development	Padur Village	Udupi District, Karnataka	165	110	-	110	District Authority, Udupi
10	Provided Medical Equipments for Government General Hospital	Healthcare	Kakinada	Andhra Pradesh	89.6	89.6	-	89.6	Government General Hospital, Kakinada
11	Supported Social Outreach program of M/S Pathfinders in Trans Himalayan Region	Environment Protection/ Sustainability	Leh Ladakh	Jammu & Kashmir	9	1.8	-	1.8	Pathfinders
12	Supported the distribution of Medical Prosthesis and Medical Bras to Cancer Patients	Women Empowerment	Various location of Delhi	Delhi	6.56	0.79	-	0.79	Indian Cancer Society (ICS)
13	Supported the renovation of toilets, internal sewerage pipeline & kitchen of the school building	Upliftment of Underprivileged	Sadiq Nagar	Delhi	1.38	0.14	-	0.14	Janta Adarsh Andh Vidyalaya
14	Supported the construction of ground floor of BGS Vocational Training Centre at Chikaballapur	Upliftment of Underprivileged	S.J.C.I.T Campus, Chikaballapur	Chikaballapur District, Karnataka	200	60	-	60	Shri Adichunchanagiri Shikshana Trust
15	Supported the Construction of Old Age Home	Upliftment of Underprivileged	Lathira Village, Garhmukteshwar	Uttar Pradesh	219.48	175.58	-	175.58	Saint Hardyal Educational and Orphan Welfare Society (SHEOWS)

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
16	Supported the Construction/setting up of Reverse Osmosis (RO) Water Treatment Plant and associated facilities at eight villages	Drinking Water/ Sanitation	(i) Hulikunte Navodaya Vidyalaya (ii) Basheetihalli (iii) Hosahudya (iv) Tippapura (v) Vivekananda Nagar (vi) Jinkebachalli (vii) Majrahsahalli Village (viii) Chickatamur	Chikaballapur District, Karnataka	129.75	38.93	—	38.93	Institute of Integrated Rural Development (IIRD)
17	Supported the Construction of Girls Block in Arias Home of Hope to provide shelter to approx 50 abandoned HIV/AIDS infected women/ children	Upliftment of Underprivileged	Acharapakkam	Kancheepuram District, Tamil Nadu	30	24	-	24	HOPE Foundation
18	Supported the construction of Road and drain facilities	Community Development	Yanam-Kakinada EIL Site Office	Andhra Pradesh	292	29.2	-	29.2	District Administration, Yanam and Government of Puducherry
19	Supported the installation of 93 ROs along with water storage tank in 81 hostels/ educational institutions	Drinking Water/ Sanitation	Bapatla town of Guntur district and Prakasam District	Andhra Pradesh	24.99	7.5	-	7.5	Institute of Integrated Rural Development (IIRD)
20	Supported the adoption of 100 Ekal villages/Vidyalayas in rural/tribal areas of Dibrugarh, Assam for imparting training and basic education to teachers and children	Education	Rural/tribal areas of Dibrugarh District	Dibrugarh District, Assam	16	9.6	-	9.6	Bharat Lok Shiksha Parishad
21	Supported visually challenged children of Mathru Educational Trust for the Blind, by providing them with essential materials like uniforms, Braille sheets, washing machine and pressure cookers	Upliftment of Underprivileged	Yelahanka, Bengaluru	Karnataka	1.15	1.15	-	1.15	Mathru Educational Trust for the Blind

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
22	Provided 10 Sewing Machines for Advanced Cutting & Tailoring Course	Women Empowerment	Kalkaji	Delhi	0.58	0.29	-	0.29	Shanti Sahyog
23	Installation of one BERA (Brain Evoked Response Audiometry) machine to remediate hearing loss among infants at Kochi, Kerala	Healthcare	Kochi	Kerala	9.14	9.14	-	9.14	Child Care Centre, Kochi and Indian Academic of Paediatrics Cochin Charitable Society
24	Organized one Mega Eye Screening and Cataract Operation Camp under project 'Drishti'	Healthcare	Pata	Auraiya District, Uttar Pradesh	2.2	2.2	-	2.2	Anugraha Drishtidaan
25	Organized 10 Health Check up camps in Delhi NCR	Healthcare	Various locations of Delhi/NCR	Delhi/NCR	3.1	3.1	-	3.1	Mahavir International
26	Supported the purchase and installation of Lift at Old Age Home 'John's Day Care and Boarding for Senior Citizens Association'	Upliftment of Underprivileged	Aya Nagar	Delhi	8.25	5.78	-	5.78	HelpAge India
27	Organizing 3 workshop each in textile (Delhi), Paper Craft (Delhi) and Cosmetics (Nainital) for Persons with Disabilities (PwDs)	Upliftment of Underprivileged	Delhi & Nainital	Delhi & Nainital	21	15.2	-	15.2	Association for Rehabilitation under National Trust Initiative of Marketing (ARUNIM) and National Trust
28	Providing Electrical spiral binding machine, manual paper cutting machine with raw materials, projector, projector screen, student chairs and Mineral RO for underprivileged deaf	Women Empowerment	New Delhi	Delhi	4.08	4.08	-	4.08	Delhi Foundation of Deaf Women
29	Support for conducting value education programme in 100 schools in Uttarakhand and conduct value based Lakshya Camp	Education	Different Locations in Uttarakhand	Uttarakhand	24.8	19.84	-	19.84	Vasudev Kutumb

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
30	Support to 40 underprivileged children from the slums of Delhi/NCR for providing free formal education	Education	Delhi/NCR	Delhi/NCR	5.61	4.48	-	4.48	Amity Humanity Foundation (AHF)
31	Support for organizing 05 (five) Health Check up camps at @ ₹60,000/- per Camp	Healthcare	(i) Chennai (ii) Dahej (iii) Vijaipur (iv) Kochi (v) Numaligarh	(i) Tamil Nadu (ii) Gujarat (iii) Madhya Pradesh (iv) Kerala (v) Assam	3	2.96	-	2.96	HelpAge India
32	Support for conducting employment oriented skill development training of 600 youth at Bhopal and Faridabad	Skill Development/ Vocational Training	(i) Faridabad (ii) Bhopal	(i) Haryana (ii) Madhya Pradesh	244.5	45.78	-	45.78	Centre for Research and Industrial Staff Performance (CRISP)
33	Construction of first floor of 'NAB Home for the Aged Blind' at Dwarka	Upliftment of Underprivileged	Dwarka	Delhi	96.16	76.93	-	76.93	National Association for the Blind (NAB)
34	Installation of 300 LED solar public lighting system in 59 villages across 3 district of Mizoram.	Rural Electrification	Three Districts of Mizoram: (i) Aizwal, (ii) Champai (iii) Mamit	Mizoram	97.44	52.91	-	52.91	Energy Efficiency Services Limited (EESL)
35	Supported Social Outreach program of M/S Pathfinders in Trans Himalayan Region,	Environment Protection/ Sustainability	Leh Ladakh	Jammu & Kashmir	9	7.2	-	7.2	Pathfinders
36	Supported the Skill training and placement to 100 Persons with Disabilities in IT/ ITES/BPO, etc. under the Livelihood Resource Centre (LRC) Programme	Upliftment of Underprivileged	Bengaluru	Karnataka	9.85	1.97	-	1.97	Samarthanam Trust for the Disabled

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
37	Organizing 4 Mega health camps for poor and needy community living in and around EIL's area of operation in various states	Healthcare	(i) Mangalore (ii) Varodara (Camps in remaining 2 locations are scheduled take place in due course)	(i) Karnataka (ii) Gujarat	9	3.6	-	3.6	Anugraha Drishtidaan
38	Organizing 20 Health Checkup Camps (10 camps in Delhi/NCR and 10 Camps around EIL's area of operation in other locations)	Healthcare	(i) Various locations of Delhi/NCR (ii) Pan India - In and around EIL's area of operation	(i) Delhi/ NCR (ii) Pan India	8.5	3.4	-	3.4	Mahavir International
39	Supported the adoption of 100 Ekal vidyalayas in rural/tribal areas of Dibrugarh, Assam for providing basic education to children and create awareness for health, development & empowerment for overall development of the community	Education	Rural/tribal areas of Dibrugarh District in Assam	Dibrugarh District, Assam	20	8	-	8	Bharat Lok Shiksha Parishad (BLSP)
40	Supported the adoption of 25 Ekal vidyalayas in rural/tribal areas of Odisha for providing basic education to children and create awareness for health, development & empowerment for overall development of the community	Education	Rural areas of Odisha	Odisha	5	2	-	2	Bharat Lok Shiksha Parishad (BLSP)
41	Support for project 'School Aapke Dwar' for providing education to underprivileged children in the age group of 6 to 18 years.	Education	Gurgaon	Haryana	22.75	6.82	-	6.82	All India Citizens Alliance for Progress & Development (AICAPD)

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
42	Support for conducting special placement linked skill development training in various trades like IT/ITES, Hospitality & Retail Supervisory, Garments sector, etc for 350 youth	Skill Development/ Vocational Training	Manali and Siruseri	Chennai, Tamil Nadu	80.62	56.43	-	56.43	ITCOT Consultancy and Services Ltd. (ITCOT)
43	Support to conduct Employment Oriented Training and Skill Development Programme for 1000 candidates belonging to SC/ST/OBC Women and EWS of society in various trades	Skill Development/ Vocational Training	Across India near EIL's area of operation	Across India near EIL's area of operation	394.6	11.08	-	11.08	Construction Industry and Development Council (CIDC)
44	Support for Skill Development Training for 1500 Persons with Disabilities (PwDs) in various trades	Skill Development/ Vocational Training	Across India near EIL's area of operation	Across India near EIL's area of operation	180	3.6	-	3.6	National Handicapped Finance and Development Corporation (NHFDC)
45	Distribution of 3440 number of Adult Diapers for old disabled persons in Vridh Ashram	Upliftment of Underprivileged	Badarpur	Delhi	1	1	-	1	Saint Hardyal Educational and Orphan Welfare Society (SHEOWS)
46	Installation of Blood Bank Refrigerated Centrifuge for medical care of blood cancer patients through blood banking programmes in Kolkata	Healthcare	Kolkata	Kolkata	9.9	9.9	-	9.9	Indian Association of Blood Cancer & Allied Diseases (IABCD)
47	Support for installation of medical equipment for street picked mentally and physically challenged destitute senior citizens in Delhi	Upliftment of Underprivileged	Delhi	Delhi	18.95	11.37	-	11.37	Saint Hardyal Educational and Orphan Welfare Society (SHEOWS)

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
48	Construction of classroom and toilets (for girls) of Isha Vidhya Matriculation school	Education	Cuddalore	Cuddalore District, Tamil Nadu	20.93	6.28*	-	6.28*	Isha Education (Isha Vidya)
49	Support for installation of solar panels and water heater systems for Old & Infirmary	Upliftment of Underprivileged	Najafgarh	Delhi	21.39	21.39	-	21.39	Ayudham Society
50	Support for organizing 20 Health Checkup camps in Delhi/NCR	Healthcare	Various locations of Delhi/NCR	Delhi	7	2.8	-	2.8	Mahavir International
51	Support for conducting employment oriented and skill upgradation training of 40 candidates belonging to SC, ST, OBC and BPL category	Skill Development/ Vocational Training	Bharuch	Gujarat	16.99	3.4	-	3.4	MCM Worldwide Private Limited (MCMW)
52	Support for setting up of the Digital Library in Agastya Campus	Education	Kuppam	Chittoor District, Andhra Pradesh	24.65	4.93	-	4.93	Agasthya International Foundation
53	Organizing four camps for distribution of assistive aids & appliances to poor & needy Persons with Disabilities (PwDs), one each at Bhubaneswar, Bolangir & Paradeep Districts of Odisha, Dibrugarh District of Assam or any other mutually agreed location	Healthcare	(i) Bhubaneswar, Bolangir & Paradeep Districts of Odisha (ii) Dibrugarh District of Assam	(i) Odisha (ii) Assam	98	39.2*	-	39.2*	Artificial Limbs Manufacturing Corporation (ALIMCO)

(1)	(2)	(3)	(4)		(5)	(6)		(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Location		Amount outlay (budget) project or program wise (₹ in Lakh)	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period (₹ in Lakh)	Amount spent: Direct or through Implementing Agency
			Local Area or other	District/ State		Direct Expenditure (₹ in Lakh)	Overheads (₹ in Lakh)		
54	Construction of toilets in schools of Bihar, Odisha and Tamil Nadu under Swachh Vidyalaya Abhiyan	Drinking Water/ Sanitation	(i) Sitamarhi & Begusarai Districts (ii) Bolangir District (iii) Kancheepuram & Thiruvallur Districts	(i) Bihar, (ii) Odisha (iii) Tamil Nadu	535	448.97*	-	448.97*	EIL (in-house)
55	Proposal to support construction of additional 350 Toilet facilities in schools of Bihar (200 toilets) and Assam (150 toilets) under Swachh Vidyalaya Programme	Drinking Water/ Sanitation	(i) Barpeta, Baksa, Bongaigaon, Cachar, Darrang, Dhemaji, Dhubri, Golaghat, Hailakandi, Jorhat, Kamrup-Rural, Karbi Anglong, Karimganj, Kokrajhar, Lakhimpur, Nagaon, Nalbari, Sonitpur, Udalguri Districts of Assam (ii) Patna & Sitamarhi Districts of Bihar	(i) Assam (ii) Bihar	1215		-		EIL (through Rashtriya Madhyamik Shiksha Abhiyan-RMSA) in Assam and (in-house) for Bihar
56	Miscellaneous (Stamp Papers etc.)	-	-	-	-	-	0.17	0.17	
TOTAL					4793.9	1707.99*	0.17	1708.16*	

*Reconciliation under process.

Report on Corporate Governance

1. Company's Philosophy on Corporate Governance

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations.

2. Board of Directors

a) Composition of the Board of Directors

Engineers India Limited is a public sector undertaking and all the directors are appointed by the Government of India. The Board has a mix of executive and Non-Executive Directors. The Articles of Association of the Company stipulates that the number of Directors shall not be less than five and not more than twenty five. Presently, EIL is having 10 Directors on its Board viz. C&MD, 5 Executive Directors (Functional) and 4 Non-Executive Directors. The Executive Directors (Functional) are reporting to the Chairman and Managing Director. Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance for CPSEs stipulate that at least 50% of the directors should be Non-Executive Independent directors, where Chairman is Executive. Further as per these DPE Guidelines, at least one third of the directors on the Board of a CPSE should be Non-official Directors. Since the Government of India appoints the Directors of the Company, the Company is constantly pursuing for appointment of requisite number of Non-Executive and Non-official Independent Directors on the Board of the Company.

b) Number of Board Meetings

The Board of Directors met 7 times during the financial year 2014-15. The details of the Board Meetings are as under:

S. No.	Date of Meeting	Place	Board Strength	No. of Directors present
1.	April 5, 2014	Himachal Pradesh	13	12
2.	May 23, 2014	New Delhi	13	13
3.	August 12, 2014	New Delhi	13	11
4.	November 7, 2014	New Delhi	10	10
5.	December 9, 2014	New Delhi	10	7
6.	January 30, 2015	New Delhi	10	10
7.	March 18, 2015	New Delhi	10	10

c) Attendance record of Directors at Board Meetings and Annual General Meeting and number of other Directorships/Committee Memberships/ Chairmanships.

Attendance of each Director at the Board Meetings and at the last Annual General Meeting held during the financial year 2014-2015 and number of other Directorships / Committee Memberships/ Chairmanships of each director is given below:

Name of the Director	Attendance Particulars		Number of other Directorships / Committee Memberships / Chairmanships		
	Board Meetings	Last Annual General Meeting held on 28/08/2014	Other Directorships	Committee Memberships**	Committee Chairmanships**
A) Chairman and Managing Director (Executive)					
Shri A.K. Purwaha	7	Yes	4	-	-
B) Executive Directors (Functional)					
I) Present Directors					
Shri Ram Singh	7	Yes	2	-	-
Shri Sanjay Gupta	7	Yes	5	1	-
Ms. Veena Swarup	7	Yes	-	-	-
Shri Ajay N. Deshpande	6	Yes	1	-	-
Shri Ashwani Soni*-1	4	-	-	-	-

II) Directors Retired					
Shri D. Moudgil*-2	3	Yes	-	-	-
C) Non-Executive Directors					
I) Present Directors					
Dr. Archana S. Mathur	7	No	-	-	-
Shri Bijoy Chatterjee	5	No	-	-	-
Dr. J.P. Gupta	6	No	1	-	1
Dr. R.K. Shevgaonkar	5	No	-	-	-
II) Directors Retired/ Resigned					
Shri Adit Jain*-3	3	-	-	-	-
Shri D.R. Meena*-3	3	-	-	-	-
Dr. V. Vizia Saradhi*-3	3	-	-	-	-

Remarks:

- *-1 Shri Ashwani Soni was appointed as Additional Director in the capacity of Director (Projects) w.e.f. 1.09.2014.
- *-2 Shri D. Moudgil, Director (Projects) ceased to be the Director of the Company w.e.f. 1.09.2014 due to his retirement on attaining the age of superannuation on 31.08.2014.
- *-3 Shri Adit Jain, Dr. V. Vizia Saradhi and Shri D.R. Meena, Non-official (Part-time) Independent Directors ceased to be Directors of the Company w.e.f. 28.08.2014.
- ** None of Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the companies in which he is a Director. Membership/ Chairmanship in committee is reckoned pertaining to Audit Committee and Stakeholders Relationship Committee and based on disclosures received from Directors.

Notes: (i) None of the Independent Directors are holding directorships in more than seven listed companies.

(ii) None of the Functional Directors are acting as Independent Director in any listed company.

(iii) The company has not issued any convertible instruments.

d) Board Procedure

The meetings of the Board of Directors are generally held at the Company's Registered Office in New Delhi. The meetings are generally scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly performance and the financial results. The time gap between two meetings was not more than three months. The agenda for the meetings is prepared by the concerned officials, sponsored by the concerned Functional Directors and approved by C&MD. The Board papers are circulated to the Directors in advance. The members of the Board have access to all information and are free to recommend inclusion of any matter in the agenda for discussion. Senior executives are invited to attend the Board meetings and provide clarification as and when required. Action Taken Reports are put up to the Board periodically. To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to Committees of the Board set up for the purpose.

e) Code of Business Conduct and Ethics for Board Members and Senior Management

The Board of Directors has laid down the Code of Business Conduct and Ethics for all Board Members and Senior Management of the Company. The same has also been posted on the Website of the Company.

Declaration as required under Clause 49 of the Listing Agreement, DPE Guidelines on Corporate Governance for CPSEs and Companies Act, 2013.

All the Members of the Board and Senior Management Personnel have affirmed compliance of the Code of Business Conduct and Ethics for the Financial year ended on March 31, 2015.

Place: New Delhi
Date: May 27, 2015

(A.K. Purwaha)
Chairman & Managing Director

f) Performance Evaluation

EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the company has not laid down any criteria for performance evaluation of the independent directors and the Board.

g) Separate Meetings of Independent Directors

A separate Meeting of the Independent Directors was held on 18.03.2015 as per the Guidelines issued by DPE on Role & Responsibilities of Non-Official Directors (Independent Directors) of CPSEs and in compliance to the other statutory provisions in this regard. All the Independent Directors attended the separate Meeting. This Meeting assessed the quality, quantity and timeliness of flow of information necessary for the Board to effectively and reasonably perform their duties.

h) Familiarisation programme for Independent Directors

The Company has a well defined Training Policy for training of Independent Directors which inter-alia include the various familiarisation programmes in respect of their roles, rights, responsibilities in the Company, nature of the industry in the Company operates, business model of the Company etc. Further, the same is also taken care during the various Strategy Meets of the Company and different presentations in the Board/Committee meetings on the statutory Laws. The details of such familiarisation programmes/Training Policy have also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

i) Compliance Reports

To the best of the knowledge and belief, the Company is complying with all applicable laws as on date except the composition of Board of Directors with regard to Non-Executive and Non-official Independent Directors and the Performance Evaluation of the Directors. The Board has reviewed Compliance Report of all Laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances.

3. Audit Committee

The existing scope of the Audit Committee was revised and Charter of Audit Committee was approved in line with the provisions of the Companies Act, 2013 and amended provisions of the Listing Agreement during the year. Presently, the Audit Committee comprises of four Directors (out of which 3 are independent) viz. Shri Bijoy Chatterjee as the Chairman, Dr. R.K. Shevgaonkar, Dr. J.P. Gupta and Director (Projects) as the members. The Audit Committee was reconstituted during the year due to the following:-

- Shri Adit Jain ceased to be member & chairman w.e.f. 28.08.2014
- Shri Bijoy Chatterjee, existing member was appointed as chairman w.e.f. 28.08.2014.
- Dr. J.P. Gupta was inducted as member w.e.f. 28.08.2014
- Shri D. R. Meena ceased to be member w.e.f. 28.08.2014
- Director (Projects) was inducted as member w.e.f. 7.11.2014

The Composition of Audit Committee meets the statutory requirements including DPE Guidelines on Corporate Governance for CPSEs. The details of meetings held during the financial year 2014-15 and the attendance of the Members is given below:

S.No	Date of the Meeting	Name of the Members	Category	Attendance
1.	23.05.2014	Shri Adit Jain Shri Bijoy Chatterjee Dr. R.K. Shevgaonkar Shri D.R. Meena	Non-Executive(Independent)-Chairman Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent)	Present Present Present Present
2.	12.08.2014	Shri Adit Jain Shri Bijoy Chatterjee Dr. R.K. Shevgaonkar Shri D.R. Meena	Non-Executive(Independent)-Chairman Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent)	Present Not Present Not Present Present
3.	7.11.2014	Shri Bijoy Chatterjee Dr. R.K. Shevgaonkar Dr. J.P.Gupta	Non-Executive(Independent)-Chairman Non-Executive (Independent) Non-Executive (Independent)	Present Present Present
4.	30.01.2015	Shri Bijoy Chatterjee Dr. R.K. Shevgaonkar Dr. J.P.Gupta Shri Ashwani Soni	Non-Executive(Independent)-Chairman Non-Executive (Independent) Non-Executive (Independent) Director (Projects)	Present Present Present Present

The Audit Committee invites Senior Executives & External Auditors whenever it considers appropriate to be present in the meetings. The Head of Internal Audit Department and Director-in-Charge of Finance operations attend the meetings of the Audit Committee as invitees.

Role/Scope of Audit Committee includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board, the fixation of Audit fees payable to Statutory Auditors appointed by C&AG;
3. Recommendation to the Board, the appointment of Cost Auditors of the Company and fixation of their cost Audit Fees;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
9. Approval or any subsequent modification of transactions of the company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors and/or auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors/auditors/agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the Whistle Blower mechanism;
20. To review the follow-up action on the audit observations of C&AG Audit;
21. To review the follow-up action taken on the recommendation of Committee on Public Undertakings (COPU) of the Parliament;
22. Provide an open avenue of communication between the Independent auditor, internal auditor and the Board of Directors;
23. Review with the independent auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources.
24. Consider and review the following with the independent auditor and the management:
 - The adequacy of internal controls including computerized information system controls and security, and
 - Related findings and recommendations of the Independent auditor and internal auditor, together with the management responses.

25. The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor.
- f) Certification/Declaration of Financial Statements by the Chief Executive/Chief Financial Officer.

26. Review all Related Party Transactions in the Company. For this purpose, the Audit Committee may designate a member who shall be responsible for reviewing related party transactions.

27. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

28. The Audit Committee shall have additional functions/features as prescribed under Companies Act 2013, Listing Agreement, DPE Guidelines as amended from time to time.

Explanation (i): The term “related party transactions” shall have the same meaning as provided in the Listing Agreement, DPE Guidelines and Companies Act 2013 read with related rules issued thereon including any statutory modifications and amendments as may be issued from time to time.

4. Subsidiary Companies

The Company is having two wholly owned subsidiaries viz. Certification Engineers International Limited (CEIL) and EIL Asia Pacific Sdn. Bhd. Malaysia (EILAP). However, EIL Asia Pacific Sdn. Bhd. Malaysia (EILAP) is under winding-up process. Both the subsidiary companies do not fall under the category of “material non-listed subsidiary company” within the meaning of Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance. The Audit Committee of EIL has reviewed the financial statements and performance, in particular, the investments made by CEIL and EILAP. The Minutes of the Board Meetings of CEIL have also been placed before the Board Meetings of EIL. The Board of Directors of the company periodically review the details of all significant transactions and arrangements entered into by CEIL, being un-listed subsidiary company. In accordance with the provisions of the Listing Agreement, the company has formulated a policy for determining Material Subsidiaries and the same has also been posted on the website of the company at <http://engineersindia.com/corporate-governance/m-160>.

5. Related Party Transactions

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The same has been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>. The Company gives the disclosure regarding the details of all the material transactions with related parties on quarterly basis along with the compliance report on Corporate Governance. Further, suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

6. Nomination and Remuneration Committee/Remuneration of Directors

There is no pecuniary relationship or transactions of the Non-Executive directors vis-à-vis the company. The part-time official directors nominated on the Board do not draw any remuneration from the Company for their role as director. The sitting fees fixed for part-time (non-official) independent directors of the Company is ₹15,000/- per meeting of the Board and Committees thereof attended by them as fixed by the Board of Directors in their 301st meeting held on 25.10.2013. The Non-Executive directors are not holding any shares in the Company. The Functional Directors including the Chairman and Managing Director are appointed by the Government of India and are being paid remuneration as per the terms of their appointment. The Company has a Remuneration Committee which has been formed by the Board of Directors in its meeting held on 19.12.2008 as per DPE OM dated 26th November, 2008 regarding pay revision of CPSE executives. The nomenclature of this committee was changed to Nomination and Remuneration Committee in order to comply with the provisions of Companies Act, 2013 and Listing Agreement with Stock Exchanges.

The scope of the Remuneration Committee is as under:-

“Finalizing the salary, structure, applicable perks & allowances and deciding the annual bonus pool/variable pay & policy for its distribution across the executives and non-unionised supervisors within prescribed limits. May also decide issues like ESOP schemes, performance incentive schemes, superannuation benefits and any other fringe benefits. Also extends to the review of Non-Executive directors’ fees.”

Presently, the Remuneration Committee comprises of four Directors (out of which 3 are independent) viz. Dr. J.P. Gupta as Chairman, Shri Bijoy Chatterjee, Dr. R.K. Shevgaonkar and Ms. Veena Swarup, Director (HR) as the members of the committee. The Remuneration Committee was reconstituted during the year due to the following:-

- Shri Bijoy Chatterjee ceased to be Chairman w.e.f. 28.08.2014 and Dr. J.P. Gupta, existing member was appointed as Chairman w.e.f. 28.08.2014.
- Shri Adit Jain, Dr. V. Vizia Saradhi and Shri D.R. Meena ceased to be members w.e.f. 28.08.2014.
- Dr. R.K. Shevgaonkar was inducted as member w.e.f. 28.08.2014.

The details of meetings held during the financial year 2014-15 and the attendance of the Members is given below:

S.No	Date of the Meeting	Name of the Members	Category	Attendance
1.	23.05.2014	Shri Bijoy Chatterjee Shri Adit Jain Dr. J.P. Gupta Shri D.R. Meena Dr. V. Vizia Saradhi Ms. Veena Swarup	Non-Executive(Independent)-Chairman Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Present Present Present Present Present Present
2.	12.08.2014	Shri Bijoy Chatterjee Shri Adit Jain Dr. J.P. Gupta Shri D.R. Meena Dr. V. Vizia Saradhi Ms. Veena Swarup	Non-Executive(Independent) Non-Executive (Independent)-Chairman of the Meeting Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Not Present Present Present Present Present Present

The details of remuneration paid to the Functional Directors during the financial year ended March 31, 2015 are as under:

(Amount in ₹)

S.No	Name of Director	Gross Salary	Other Benefits	Performance Related Pay/ Productivity Linked Reward	Stock Options during the year 2014-15	Total
1	Shri A.K. Purwaha	4951577	597952	99547	Nil	5649076
2	Shri Ram Singh	3355564	737863	69377	Nil	4162804
3	Shri Sanjay Gupta	4575481	1219247	64666	Nil	5859394
4	Ms. Veena Swarup	3053523	515754	109410	Nil	3678687
5	Shri Ajay N. Deshpande	4272029	494822	95984	Nil	4862835
6	Shri Ashwani Soni	2548573	319587	Nil	Nil	2868160
7	Shri D. Moudgil	3973932	553458	23902	Nil	4551292
	Total	26730679	4438683	462886	Nil	31632248

Details of payments towards sitting fees to Independent Directors during the financial year 2014-15 are given below:-

(Amount in ₹)

Name of Part-time(non-official) Independent Director	Sitting Fees*		Total
	Board Meeting	Committee Meeting	
Shri Adit Jain	45000	120000	165000
Shri Bijoy Chatterjee	75000	120000	195000
Dr. J.P. Gupta	90000	180000	270000
Dr. V. Vizia Saradhi	45000	135000	180000
Dr. R. K. Shevgaonkar	75000	120000	195000
Shri D. R. Meena	45000	90000	135000
Total	375000	765000	1140000

*Gross Fees excluding taxes as per applicable Tax Laws and Rules.

7. Accounting Treatment

The Financial statements have been prepared as per generally accepted accounting principles and in accordance with the prescribed Accounting Standards.

8. Risk Management

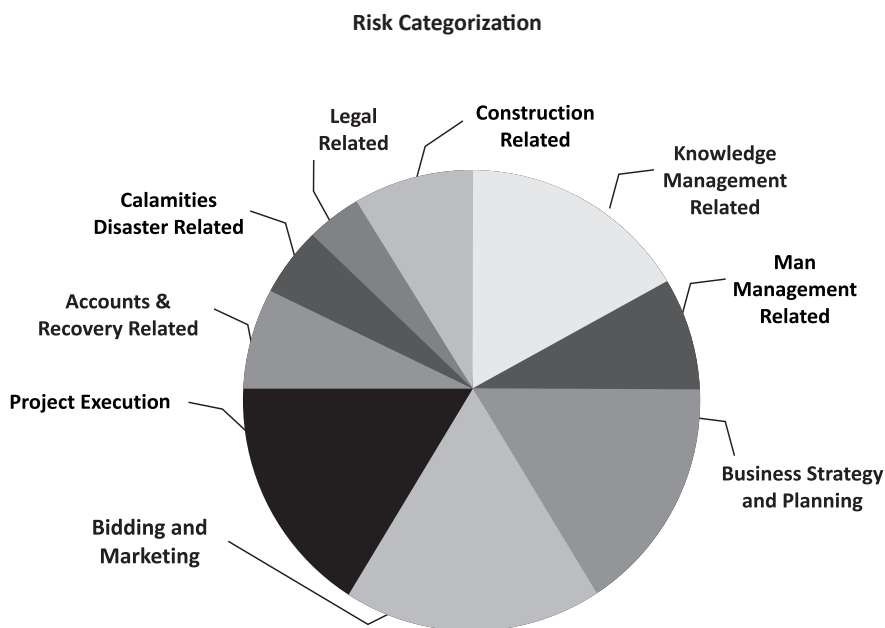
EIL's Risk Management policy with a robust supporting risk management frame work facilitates identification and assessment of new risks and review of presently identified risks. The process is based on identified risks and the risk events or factors which require regular assessment and quick response. Based on the probability & impact of the risk, the requisite controls and action plans have been designed and implemented.

Key Risk Indicators (KRI's) have identified to measure the adequacy, effectiveness and efficiency of these, controls and action plans. KRI's have been designed and are being implemented to measure presence, level, or trend of the risk. The effectiveness of controls and action plans is also monitored by key risk indicator (KRI).

The objective of risk management in the Company is to act as an enabler in maintaining its knowledge edge, sustaining and expanding the business, being competitive and ensuring execution of projects within budgeted cost and time, resulting in improved turnover and profitability.

Some new initiatives have been taken up in the field of risk management. The first one is, Risk wise Audit. Risk Wise Audit is a concept to assess the status of risk at a particular point (duration) of time. It can help in quick re-assessment of existing controls/action plans. This activity has been done for two of the identified risks and the results were presented to Risk Management Committee.

The elements of risks have been identified by your organization and disclosed for the benefit of all stakeholders. To cover all the elements of risks at enterprise level, nine categories have been defined by the management (fig. given below) & risks were identified and categorized in them.



Risks, their root causes, controls and action plans are prepared by process owners and updated regularly. These are approved by the Risk Management Committee (RMC). Risk compliance verifications are conducted regularly to test the compliance of controls and the same is reported to the RMC. The risk identification & assessment processes and risk audit process are being handled through "Enterprise Risk Management System (ERMS)" software and improvement is done regularly.

The status of Enterprise Risk Management (ERM) process is presented to the Risk Management Committee on quarterly basis and to the Audit Committee on bi-annual basis which is reviewed by the Board of Directors also. The reporting structure meets the regulatory requirements.

Based on periodic reviews and implementation of recommendations resulting from review process, the ERM process is continuously improved and strengthened. Project Risk Management has been implemented for high value and important projects as per the criteria approved by the RMC. A risk register is prepared by listing all possible risk events of every discipline associated with the project. Risk Management Team constituted for the project approves the first risk register & meets every month to update it and continuously focuses on mitigation of the identified risks. The risks severities are categorized in critical, major, cautionary and minor, based on the probability and overall impact. Project Risk Management helps in facilitating management towards risk mitigation for effective project implementation. During the year, Review of Project Risk Management Plan was done by the RMC as well.

The communication is being maintained across the organization to spread awareness on risks, root causes and action plans, through in-house risk management awareness programs, external trainings & seminars, certification program on Project Risk Management. In addition, a bi-monthly risk newsletter 'Risk Screen' is being emailed to all employees of your company. This spreads awareness about various risk management activities/achievement, new topics/practices/ updates on ERM or PRM and to create enthusiasm in them to proactively control risks in their work processes & areas. Every issue of the Risk Screen contains a Risk Quiz which tests the awareness & assimilation of knowledge gained by the reader. All winners of the Risk Quiz are presented with a letter of appreciation.

Your company is committed to further strengthen its risk management capabilities in order to protect and enhance shareholder value. Continuous efforts in creating new opportunities, improving competencies/knowledge in various areas leading to improved performance and leveraging existing knowledge resources, in line with the risk appetite of the company, helps to protect the shareholders' interests.

9. Proceeds from Public Issues, Rights Issues and Preferential Issues

The company has not raised any money through Public Issue, Right Issues or any Preferential Issues during the financial year 2014-15.

10. Shareholders

- A) The brief resume of the Directors seeking appointment/reappointment together with the nature of their expertise in specific functional areas, names of companies in which they hold directorships and the membership/chairmanship of Committees of the Board along with their shareholding in the Company etc. as stipulated under Clause 49 of the Listing Agreement, DPE Guidelines on Corporate Governance and other statutory provisions is annexed to the Notice calling the Annual General Meeting.
- B) None of the Directors/KMPs of the Company are inter-se related as on 31st March, 2015.
- C) None of the Non-Executive Directors hold any equity shares in the Company as on 31st March, 2015.

D) Means of Communication

Quarterly, Half Yearly Results and Yearly Results	Published in Economic Times (all editions), Mint (all editions), Financial Express (all editions) & Hindu Business Line (all editions) in English, Economic Times (Delhi), Navbharat Times (Delhi) in Hindi and Economic Times (Ahmedabad & Mumbai) in Gujarati.
Displayed on Website	www.engineersindia.com and simultaneously posted on the Corporate Filing and Dissemination System website namely www.corpfiling.co.in, NSE Electronic Application Processing System namely www.connect2nse.com/LISTING/ and BSE Listing Centre.
Whether it displays official news, releases and presentations made to media, analyst, institutional investors, etc.	Yes
Exclusive email id for redressal of investors' complaints	company.secretary@eil.co.in
Exclusive email id for registering/updating e-mail ids in terms of MCA circular issued regarding Green Initiative in Corporate Governance and provisions of Companies Act, 2013 read with Rules.	eil.annualreport@eil.co.in

E) Stakeholders Relationship Committee of the Board

The Company is having a Stakeholders Relationship Committee. The nomenclature of the committee was changed during the year from Shareholders'/Investors' Grievance Committee to Stakeholders Relationship Committee and charter of the committee was approved in line with the provisions of Companies Act, 2013 and amended Listing Agreement. Presently, the Stakeholders Relationship Committee comprises of three Directors viz. Shri Bijoy Chatterjee as Chairman, Shri Ram Singh, Director (Finance) and Ms. Veena Swarup, Director (HR) as the members of the Committee. The committee was reconstituted during the year due to cessation of Shri D.R. Meena as Director of the company and member of the committee w.e.f. 28.08.2014. The Committee met 4 times during the year on 23.05.2014, 12.08.2014, 7.11.2014 and 30.01.2015 and all the members were present in each meeting.

F) Share Transfer Committee of the Board

The Company has a Share Transfer Committee in place. Presently, the Share Transfer Committee comprises of three Directors viz. Shri Ram Singh, Director (Finance) as Chairman, Shri Ajay N. Deshpande, Director (Technical) and Shri Ashwani Soni, Director (Projects) as the members of the Committee. Shri D. Moudgil, Director (Projects) ceased to be the Director of the Company w.e.f. 1.09.2014 due to his retirement on attaining the age of superannuation on 31.08.2014 and as member of the Committee with effect from the same date and Shri Ashwani Soni, Director (Projects) was inducted as member of the committee w.e.f. 1.09.2014. M/s Karvy Computershare Pvt. Limited has been appointed as Registrar and Share Transfer Agent to register share transfers, coordinate with the Depositories and to look after the redressal of shareholders' and investors' complaints. The complaints received from investors relating to transfer of shares, non-receipt of balance - sheets, dividends etc. and also the complaints received through SEBI, Ministry of Corporate Affairs and the Stock

Exchanges are being attended by the Transfer Agent on priority basis. The Company Secretary is nominated as the Compliance Officer. The activities of the Registrar & Share Transfer Agent are being audited independently by a practicing Company Secretary.

The Share Transfer Committee met 52 times during the financial year 2014-15 on 07.04.2014, 15.04.2014, 21.04.2014, 28.04.2014, 05.05.2014, 12.05.2014, 19.05.2014, 26.05.2014, 02.06.2014, 09.06.2014, 16.06.2014, 23.06.2014, 30.06.2014, 07.07.2014, 14.07.2014, 21.07.2014, 28.07.2014, 04.08.2014, 11.08.2014, 18.08.2014, 25.08.2014, 01.09.2014, 08.09.2014, 15.09.2014, 22.09.2014, 29.09.2014, 06.10.2014, 13.10.2014, 20.10.2014, 27.10.2014, 03.11.2014, 10.11.2014, 17.11.2014, 24.11.2014, 01.12.2014, 08.12.2014, 15.12.2014, 22.12.2014, 29.12.2014, 05.01.2015, 12.01.2015, 19.01.2015, 27.01.2015, 02.02.2015, 09.02.2015, 16.02.2015, 23.02.2015, 02.03.2015, 09.03.2015, 16.03.2015, 23.03.2015, 30.03.2015 and all the members were present in each meeting.

G) HR Committee of the Board

The HR Committee has been constituted to deal with some specific HR issues including revision in HR Policies and Rules. Presently, the HR Committee comprises of eight Directors viz. all Functional Directors including C&MD of EIL, Dr. J.P. Gupta and Dr. R.K. Shevgaonkar as the members of the Committee. Shri A.K. Purwaha, C&MD is acting as Chairman of the committee. The committee was reconstituted during the year due to the following:-

- Shri Adit Jain, Shri Bijoy Chatterjee and Dr. V. Vizia Saradhi ceased to be the members w.e.f. 28.08.2014.

- Dr. J.P. Gupta and Dr. R.K. Shevgaonkar were inducted as members w.e.f. 28.08.2014.

The details of meetings held during the financial year 2014-15 and the attendance of the Members is given below:

S. No.	Date of the Meeting	Name of the Members	Category	Attendance
1	23.05.2014	Shri A. K. Purwaha Shri Adit Jain Shri Bijoy Chatterjee Dr. V. Vizia Saradhi Shri Ram Singh Shri D. Moudgil Shri Sanjay Gupta Ms. Veena Swarup Shri Ajay N. Deshpande	Chairman & Managing Director-Chairman Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (Finance) Director (Projects) Director (Commercial) Director (HR) Director (Technical)	Present Present Present Present Present Present Present Present Present
2	12.08.2014	Shri A. K. Purwaha Shri Adit Jain Shri Bijoy Chatterjee Dr. V. Vizia Saradhi Shri Ram Singh Shri D. Moudgil Shri Sanjay Gupta Ms. Veena Swarup Shri Ajay N. Deshpande	Chairman & Managing Director-Chairman Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (Finance) Director (Projects) Director (Commercial) Director (HR) Director (Technical)	Present Present Not Present Present Present Present Present Present Present
3	7.11.2014	Shri A. K. Purwaha Dr. J. P. Gupta Dr. R. K. Shevgaonkar Shri Ram Singh Shri Sanjay Gupta Ms. Veena Swarup Shri Ajay N. Deshpande Shri Ashwani Soni	Chairman & Managing Director-Chairman Non-Executive (Independent) Non-Executive (Independent) Director (Finance) Director (Commercial) Director (HR) Director (Technical) Director (Projects)	Present Present Present Present Present Present Present Present
4	18.03.2015	Shri A. K. Purwaha Dr. J. P. Gupta Dr. R. K. Shevgaonkar Shri Ram Singh Shri Sanjay Gupta Ms. Veena Swarup Shri Ajay N. Deshpande Shri Ashwani Soni	Chairman & Managing Director-Chairman Non-Executive (Independent) Non-Executive (Independent) Director (Finance) Director (Commercial) Director (HR) Director (Technical) Director (Projects)	Present Present Present Present Present Present Present Present

H) CSR Committee of the Board

The CSR Committee has been constituted to approve all CSR Projects, to allocate funds for such projects, to review & monitor the progress of execution of the projects and to carry out any other associated activity which the committee may consider appropriate. Presently, the CSR Committee comprises of five Directors viz. Shri A.K. Purwaha, C&MD as Chairman, Dr. Archana S. Mathur, Dr. J.P. Gupta, Dr. R.K. Shevgaonkar and Ms. Veena Swarup, Director (HR) as members of the committee. Director (HR) is also the convener of this committee. The Committee was reconstituted during the year due to cessation of Dr. V. Vizia Saradhi as member w.e.f. 28.08.2014. The details of meetings held during the financial year 2014-15 and the attendance of the Members is given below:

S. No.	Date of the Meeting	Name of the Members	Category	Attendance
1	29.04.2014	Shri A. K. Purwaha Dr. Archana S. Mathur Dr. J. P. Gupta Dr. R. K. Shevgaonkar Dr. V. Vizia Saradhi Ms. Veena Swarup	Chairman & Managing Director-Chairman Director (Government Nominee) Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Present Present Present Present Present Present
2	12.08.2014	Shri A. K. Purwaha Dr. Archana S. Mathur Dr. J. P. Gupta Dr. R. K. Shevgaonkar Dr. V. Vizia Saradhi Ms. Veena Swarup	Chairman & Managing Director-Chairman Director (Government Nominee) Non-Executive (Independent) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Present Present Present Not Present Present Present
3	7.11.2014	Shri A. K. Purwaha Dr. Archana S. Mathur Dr. J. P. Gupta Dr. R. K. Shevgaonkar Ms. Veena Swarup	Chairman & Managing Director-Chairman Director (Government Nominee) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Present Present Present Present Present
4	5.03.2015	Shri A. K. Purwaha Dr. Archana S. Mathur Dr. J. P. Gupta Dr. R. K. Shevgaonkar Ms. Veena Swarup	Chairman & Managing Director-Chairman Director (Government Nominee) Non-Executive (Independent) Non-Executive (Independent) Director (HR)	Present Present Not Present Not Present Present

I) SD Committee of the Board

The Sustainable Development Committee has been constituted to approve the Sustainable Development Plan, to oversee the Sustainable Development Performance and to develop, review and implement monitoring mechanism for meeting Sustainable Development Performance/Progress. Presently, the Sustainable Development Committee comprises of five Directors viz. Dr. R. K. Shevgaonkar as Chairman, Shri Bijoy Chatterjee, Shri Ram Singh, Director (Finance), Ms. Veena Swarup, Director (HR) and Shri Ajay N. Deshpande, Director (Technical) as the members of the committee. Director (Technical) is also the convener of this committee. The committee met once during the year on 23.05.2014 and all the members were present in the meeting. The Committee was reconstituted during the year due to the following:

- Dr. J.P. Gupta ceased to be member w.e.f. 28.08.2014.
- Shri Bijoy Chatterjee was inducted as member w.e.f. 28.08.2014.

J) Committee of Functional Directors

The Board of Directors has constituted the Committee of Functional Directors of the Company to deliberate and decide on the matters as per defined scope of the committee. The committee consists of all Functional Directors and C&MD is the Chairman of the Committee. The committee met 16 times during the financial year 2014-15 on 1.04.2014, 21.05.2014, 3.06.2014, 16.06.2014, 31.07.2014 (twice), 5.09.2014, 16.09.2014, 30.09.2014, 5.11.2014, 11.11.2014, 17.12.2014, 1.01.2015, 13.01.2015, 3.02.2015 and 20.02.2015. The details regarding number of meetings attended by each Director are given below:-

S. No.	Name of the Members	Category	Number of Meetings attended
1.	Shri A. K. Purwaha	Chairman & Managing Director	16
2.	Shri Ram Singh	Director (Finance)	16
3.	Shri D. Moudgil	Director (Projects)*	06
4.	Shri Sanjay Gupta	Director (Commercial)	14
5.	Ms. Veena Swarup	Director (HR)	16
6.	Shri Ajay N. Deshpande	Director (Technical)	12
7.	Shri Ashwani Soni	Director (Projects)*	10

*Shri Ashwani Soni was appointed as Additional Director in the capacity of Director (Projects) in place of Shri D. Moudgil, Director (Projects) w.e.f. 1.09.2014.

K) Compliance Officer

Shri Rajan Kapur, Company Secretary is the Compliance officer. The Company Secretary also acts as the Secretary to the various empowered committees of the Board.

L) Status of Investor Complaints

Complaints pending on 01.04.2014	NIL
Complaints received during the financial year 2014-15	332
Complaints disposed off during the financial year 2014-15	332
Complaints pending as on 31.03.2015	NIL

As on 31st March, 2015, no transfer request was pending.

11. General Body Meetings

i) Annual General Meeting (AGM)

The Annual General Meetings of the Company are held at New Delhi where the registered office of the Company is situated. The details of such meetings held during the last three years are as under:

AGM	Year	Venue	Date	Time
47 th	2012-2013	Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010	30.08.2012	10.00 AM
48 th	2013-2014	Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010	23.08.2013	10.30 AM
49 th	2014-2015	Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi – 110 010	28.08.2014	10.30 AM

ii) Details of Special Resolutions passed at last three AGMs

AGM	Details of Special Resolutions Passed
47 th	Nil
48 th	Nil
49 th	Nil

No special resolutions were put through postal ballot during the last year. No special resolution is proposed to be passed through postal ballot at the ensuing Annual General Meeting.

iii) No Extra-ordinary General Meeting of the members was held during the financial year 2014-15.

12. CEO/CFO Certification

The Chairman & Managing Director (CEO) and Director (Finance) (CFO) have given the certificate to the Board as well as disclosed the required information to the Statutory Auditors and the Audit Committee in terms of clause 49 (IX) of the Listing Agreement and DPE Guidelines on Corporate Governance for CPSEs. The said certificate is annexed and forms part of the Annual Report.

13. Disclosures

- Details of transactions between the Company and its subsidiaries, associates, key managerial personnel during the year 2014-2015 are given in Point no. 2.36 of the Notes to the Annual Accounts for the year ended 31st March, 2015. These transactions do not have any potential conflict with the interests of the Company at large.
- There were no penalties or strictures imposed on the Company by any statutory authorities for non compliance on any matter related to capital markets, during the last three years.
- The Company has established a Vigil Mechanism/Whistle Blower Policy and no personnel have been denied access to the Audit Committee. The details of the same have also been posted on the website of the company.
- The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance for CPSEs, save and except the composition of Board of Directors with regard to Non-Executive and Non-official Independent Directors and the Performance Evaluation of the Directors. The Company has already taken up the matter with the MOP&NG, Government of India for the appointment of sufficient number of Non-Executive and Non-official Independent Directors on the Board of the Company. Further, the Company is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the company has not laid down any criteria for performance evaluation of the independent directors and the Board.

- v) During the last three years, one Presidential Directive was received by the Company on the Lokpal and Lokayuktas Act, 2013 in respect of submission of declaration of Assets and Liabilities by Public servants each year and the same was complied with.
- vi) Director(s) are nominated on training programmes and they have also attended various seminars/conferences from time to time.
- vii) No Expenditures were debited in the Books of Accounts during the financial year 2014-15 which are not for the purposes of the Business.
- viii) No expenses had been incurred which were personal in nature and incurred for the Board of Directors and the top Management.
- ix) The administrative and office expenses are 5.35% of the total expenses in the Financial year 2014-15 as against 5.55% during the Financial year 2013-14.
- x) It is always Company's endeavour to present unqualified financial statements.
- xi) Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a new Code of Practice and Procedure for Fair Disclosure of Un-published Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by its Employees and other Connected Persons. The details of the same have also been posted on the website of the Company at <http://engineersindia.com/corporate-governance/m-160>.

14. General Information

i) 50th Annual General Meeting

Day and Date	Tuesday, August 25, 2015
Time	10.30 a.m.
Venue	Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110 010

ii) Financial Year

1st Day of April to 31st Day of March every year.

iii) Dates of Book-closure

Wednesday, August 19, 2015 to Tuesday, August 25, 2015 (both days inclusive)

iv) Dividend

The Board of Directors of the Company have recommended payment of Final Dividend of ₹2/- per share (on the face value of ₹5/- each) for the Financial Year ended 31st March, 2015 subject to approval of the shareholders in the ensuing AGM. This was in addition to the Interim Dividend of ₹3/- per share (on the face value of ₹5/- each) paid in March, 2015.

The Record Date and Dividend Payment Date for Final Dividend for the financial year ended 31st March, 2015 are Tuesday, August 18, 2015 and Monday, August 31, 2015 respectively. The dividend warrants would be posted on or after August 31, 2015 and within the stipulated period as per the statutory requirements.

v) Listing on Stock Exchanges

- a) BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
- b) National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

The Company has paid Listing fees for the Financial Year 2014-15 to the above Stock Exchanges. The Company has also made the payment of Annual Custody fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2014-15.

vi) Stock Code

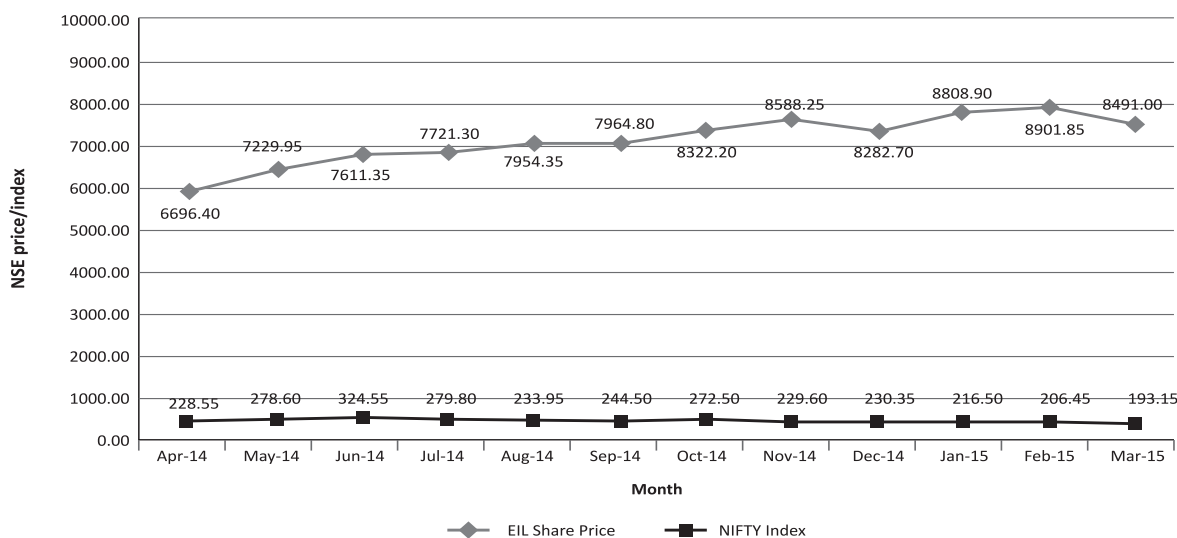
ISIN	INE510A01028
Scrip Code	532178
Scrip Symbol	ENGINEERSIN

vii) Monthly Share Price Data

(Amount in ₹)

Month & Year	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2014	243.05	200.00	243.20	199.00
May, 2014	313.00	228.00	313.00	228.05
June, 2014	329.00	275.25	329.40	275.00
July, 2014	331.00	276.90	331.70	276.00
August, 2014	287.00	229.35	287.00	229.00
September, 2014	263.75	227.20	263.80	228.25
October, 2014	273.75	230.00	274.25	230.00
November, 2014	282.95	219.70	283.20	220.00
December, 2014	250.00	205.90	249.90	205.15
January, 2015	238.30	215.10	238.20	215.00
February, 2015	227.00	201.70	226.80	200.50
March, 2015	224.95	187.20	224.70	187.00

viii) Performance of EIL's Share price in comparison to NIFTY Index during the financial year 2014-15.



ix) Liquidity

EIL shares are actively traded on National Stock Exchange of India Limited and BSE Limited.

x) Dematerialization/Rematerialization of Shares

Shareholding in Demat Mode as on 31.03.2015

Depository	No. of Shares	Percentage
NSDL	94974638	28.19
CDSL	241570005	71.70
Total	336544643	99.89

President of India has held 69.37% of the total shares, all in dematerialised form. Out of the balance 30.63% shares held by others, 30.505% have been held in dematerialised form as on March 31, 2015. The trading in the equity shares of the Company is compulsory in dematerialised segment as per Notification issued by the Securities and Exchange Board of India.

Dematerialised/Rematerialised for the period from 01.04.2014 to 31.03.2015.

	NSDL		CDSL	
	No. of Shares	Percentage	No. of Shares	Percentage
Dematerialised	29560	0.008	Nil	Nil
Rematerialised	1234	0.000	1943	0.000

xi) Distribution of Shareholding as on March 31, 2015.

The shareholding in EIL by major categories of Shareholders as at the end of March 31, 2015 is presented hereunder:

a) Shareholding Pattern

Category of Shareholders	No. of Shares held	% of Total
President of India	233727299	69.37
Mutual Funds	6814001	2.02
Banks, Financial Institutions and Insurance Companies	30272345	8.98
Private Corporate Bodies	9835204	2.92
Foreign Institutional Investors	28631417	8.50
NRIs/OCBs/Trust	1784124	0.53
Indian Public	25872210	7.68
Total	336936600	100.00

b) Distribution Schedule

S.No.	Category	No. of Shareholders	% to Total Shareholders	Amount (₹)	% of Total Amount
1	Upto 5000	140409	97.21	80297880.00	4.77
2	5001 to 10000	2131	1.48	15848465.00	0.94
3	10001 to 20000	1101	0.76	16386930.00	0.97
4	20001 to 30000	278	0.19	7033665.00	0.42
5	30001 to 40000	115	0.08	4044680.00	0.24
6	40001 to 50000	92	0.06	4265305.00	0.25
7	50001 to 100000	125	0.09	8923640.00	0.53
8	100001 & above	187	0.13	1547882435.00	91.88
	Total	144438	100.00	1684683000.00	100.00

xii) Unclaimed/Unpaid Dividend

As per the statutory provisions, the Company is required to transfer Unpaid Dividend remaining unclaimed and unpaid for a period of 7 years from the due date(s) to the Investor Education & Protection Fund (IEPF) set up by the Central Government. The Unpaid Dividend remaining unclaimed and unpaid for the financial years 2006-07 (Final) and 2007-08 (Interim) have accordingly been transferred to Investor Education & Protection Fund (IEPF) on 15.11.2014 and 9.02.2015 respectively.

Unpaid/Unclaimed Final Dividend for the financial year 2007-2008 is due for transfer to Investor Education & Protection Fund (IEPF) established by the Government of India on or before 18.10.2015 (tentative). The Company sends a communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend before it is due for transfer to IEPF. All shareholders, whose final dividend is still unpaid/unclaimed for the financial year 2007-2008 are requested to lodge their claim with Company Secretary of EIL by submitting an application as per Company's procedure before 30th September, 2015. The subsequent due dates of transfer of unpaid/unclaimed dividend to IEPF for the respective financial years have been provided here-in below and also at Company's website. Therefore, the members who have not encashed their dividend so far for these years are also requested to write to the Company or its Registrar & Share Transfer Agent for claiming the unpaid dividend before their due dates of transfer to IEPF. Given below are the proposed dates for transfer of the unpaid/unclaimed dividend to IEPF by the Company:

Financial Year	Date of Declaration of Dividend	Proposed date for transfer to IEPF (Tentative Date)
2007-08 (Final)	19.09.2008	18.10.2015
2008-09 (Interim)	19.12.2008	18.01.2016
2008-09 (Final)	18.09.2009	17.10.2016
2009-10 (Interim)	15.12.2009	14.01.2017
2009-10 (Special Interim)	23.03.2010	22.04.2017
2010-11 (Interim)	17.03.2011	16.04.2018
2010-11 (Final)	7.09.2011	6.10.2018
2011-12 (Interim)	13.02.2012	12.03.2019
2011-12 (Final)	30.08.2012	29.09.2019
2012-13 (Interim)	13.03.2013	12.04.2020
2012-13 (Final)	23.08.2013	22.09.2020
2013-14 (Interim)	15.03.2014	14.04.2021
2013-14 (Final)	28.08.2014	27.09.2021
2014-15 (Interim)	18.03.2015	17.04.2022

xiii) Share Transfer System

The Shares of the Company are being compulsorily traded in dematerialised form. Shares received in physical form are transferred within a period of 15 days from the date of lodgement subject to documents being valid and complete in all respects. In order to expedite the process of share transfer and in line with clause 49 of the Listing Agreement, the Company has delegated the power to approve Share transfer/transmission of shares to Registrar and Share Transfer Agent of the Company.

xiv) Demat Suspense Account

Details of unclaimed shares in respect of EIL FPO-2010 are furnished below:-

Opening Balance as on 1.4.2014		Shareholders approached for Transfer of shares from Suspense Account during 2014-15		Shareholders to whom shares were transferred from Suspense Account during 2014-15		Closing Balance as on 31.03.2015	
Cases	No. of Shares	Cases	No. of Shares	Cases	No. of Shares	Cases	No. of Shares
6	416	NIL	NIL	NIL	NIL	6	416

Details of unclaimed shares in respect of EIL FPO-2013 are furnished below:-

Opening Balance as on 1.4.2014		Shareholders approached for Transfer of shares from Suspense Account during 2014-15		Shareholders to whom shares were transferred from Suspense Account during 2014-15		Closing Balance as on 31.03.2015	
Cases	No. of Shares	Cases	No. of Shares	Cases	No. of Shares	Cases	No. of Shares
4	492	2	231	2	231	2	261

The voting rights on the shares mentioned in the closing balances as stated above shall remain frozen till the rightful owner of such shares claims the shares.

xv) Registrar & Share Transfer Agent (RTA)

The Company has appointed M/s Karvy Computershare Private Limited as its Registrar and Share Transfer Agent (RTA) for handling all matters relating to the shares of EIL (both physical as well as demat mode).

All matters relating to the shares of Engineers India Limited such as transfer, transmission, dematerialization, rematerialisation, dividend, change of address etc. and related correspondence and queries may be addressed to:-

M/s Karvy Computershare Private Limited

305, New Delhi House
27, Barakhamba Road,
Connaught Place, New Delhi – 110 001
Tel No. 011-43681700, Fax No. 011-43681710
Email: delhi@karvy.com
or

Karvy Selenium Tower-B, Plot No. 31&32
Gachibowli, Financial District
Nanakramguda, Hyderabad - 500032
Tel No. 040-67162222, Fax No. 040-23001153
Email: einward.ris@karvy.com
Website: www.karvy.com/
www.karvycomputershare.com

xvi) Registered & Head Office

Engineers India Bhawan
1, Bhikaji Cama Place
New Delhi – 110066
CIN: L74899DL1965GOI004352
Tel: 011-26762121; Fax: 011-26178210, 26194715
Email: eil.mktg@eil.co.in
Website: www.engineersindia.com

xvii) Regional Offices

A. G. Towers (5th Floor)
125/1, Park Street, Kolkata – 700 017
Tel: 033-22298995, 22276304; Fax: 033-22277692
Email: eil.roc@eil.co.in

4th and 5th Floor, Meghdhanush Complex
Race Course Road, Near Transpek Circle
Vadodara – 390 015
Tel: 0265-2340326, 2340368 – 69
Fax: 0265 – 2340328
Email: eil.rov@eil.co.in

Plot No. F9, SIPCOT IT Park,
1st Main Road, Siruseri, Chennai – 603 103
Tel: 044 – 27469401/ 402; Fax: 044 – 27469000
Email: eil.roc@eil.co.in

xxi) Address for correspondence

All correspondence relating to the shares of the Company should be sent to the Company's Registrar & Share Transfer Agents as mentioned in Item 14(xv) till further communication from the Company.

Place: New Delhi
Date: May 27, 2015

xviii) Branch Office

Great Eastern Chambers, 5th Floor
Plot No. 28, Sector – 11, Belapur C.B.D.
Navi Mumbai – 400 614
Tel: 022 – 27560072, 27560032
Fax: 022 – 27572011, 27563066
Email: eil.bo@eil.co.in

xix) Overseas Offices

17th floor, Business Avenue Tower
Salam Street, P. O. Box:126592, Abu Dhabi- UAE
Tel.: +971-2-6740101, Fax:+971-2-6740707
Email:cooeilad@eiluae.ae

487, Great West Road
Hounslow, Middlesex, London, UK – (TW5 OBS)
Phone: 0044 – 208 – 570 – 5530 (O)
Hand phone: 0044 – 7404608246
Email: eillondon@btconnect.com

Myland s. a s. di IIIRE S.r.l.
Apartment-112, Piazza Luigi di Savoia 28,
Milan-20124, Italy.
Mobile 1: 00-39-338-467-8867
Mobile 2: 00-39-389-532-3116
Email: eilmilan2012@gmail.com

Room No. 1632, 16th Floor, Asian Biz Centre
Orient Century Plaza, 345 Xian Xia Road
Near Gubei Road, Shanghai – 200 336, China.
Phone: 0086 – 2122157403, 2122157405
Email: eilshanghai@eil.co.in

xx) Auditors

M/s. M.Verma & Associates
Chartered Accountants
1209, Hemkunt Chambers,
89, Nehru Place,
New Delhi-110016
Tel. No.011-41078098, Fax : 011-26211211

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, A.K. Purwaha, Chairman & Managing Director and Ram Singh, Director (Finance) of Engineers India Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ending 31st March, 2015.
2. Based on our knowledge and information, these Financial Statements do not contain any untrue statement of a material fact or omit any material fact or contain statements that might be misleading.
3. Based on our knowledge and information, these Financial Statements together present a true and fair view of the company's affairs and are in compliance with the existing Accounting Standards and/or applicable Laws and Regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of such controls.
6. We have disclosed, wherever applicable, to the Company's Auditors and Audit Committee:
 - (a) Any deficiencies in the design or operation of internal control for financial reporting including any corrective action with regard to deficiencies.
 - (b) Significant changes in internal control over financial reporting during the year.
 - (c) Significant changes in Accounting Policies during the year and that the same have been disclosed in the Notes to the Financial Statements.
 - (d) Instances of significant fraud, of which we are aware, that involves management or other employees who have significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: May 27, 2015

(A.K. Purwaha)
Chairman & Managing Director
(CEO)

(Ram Singh)
Director (Finance)
(CFO)

Auditors' Report on Corporate Governance

The Members
Engineers India Limited

We have examined the compliance of conditions of Corporate Governance by ENGINEERS INDIA LIMITED for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges and Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises (DPE), Ministry of Heavy Industries and Public Enterprises, Government of India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the condition of Corporate Governance as stipulated in the said clause and guidelines. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on representations made by the Directors and the Management, subject to:

- i) As required vide Clause 49 (II) (A) of the Listing Agreement and Para 3.1.2 and 3.1.4 of the DPE Guidelines on the Corporate Governance, the company did not have the requisite composition of the Board of Directors except:**
 - a) the Company's Board consist more than fifty percent Non-Executive Directors during the period from 1.4.2014 to 27.08.2014.
 - b) the Company had two women Directors on its Board during the financial year 2014-15.
- ii) As required vide Clause 49 (II) (B) (5) of the Listing Agreement, the company has not carried out the Performance Evaluation of the Directors.**

we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance as mentioned above.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
M.NO. 088396

Firm Registration No.501433C

Place: New Delhi
Dated: May 27, 2015

Management's Reply to Auditors' Report on Corporate Governance (2014-15)

AUDITORS' COMMENTS	MANAGEMENT'S REPLY
<p>i) As required vide Clause 49 (II) (A) of the Listing Agreement and Para 3.1.2 and 3.1.4 of the DPE Guidelines on the Corporate Governance, the company did not have the requisite composition of the Board of Directors except:</p> <p>a) the Company's Board consist more than fifty percent Non-Executive Directors during the period from 1.04.2014 to 27.08.2014.</p> <p>b) the Company had two women Directors on its Board during the financial year 2014-15</p> <p>ii) As required vide Clause 49 (II) (B)(5) of the Listing Agreement, the company has not carried out the Performance Evaluation of the Directors.</p>	<p>i) EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India.</p> <p>In order to fulfil the requirement of the number of Independent Directors under the provisions of Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance, the Company has already taken up the matter with the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of sufficient number of Non-Executive/ Independent Directors on the Board of the Company.</p> <p>ii) EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the company has not laid down any criteria for performance evaluation of the independent directors and the Board.</p>

Secretarial Audit Report

For the Financial Year Ended 31st March, 2015

To,
The Members,
Engineers India Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Engineers India Limited (hereinafter called 'the Company' or 'EIL'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial period ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Compliances/processes/systems under other specific applicable Laws (as applicable to the industry) to the Company are being verified on the basis of periodic certificate under internal Compliance system submitted to the Board of Directors of the Company:

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India. (Not mandatory for the Audit period).
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following:

- i) As per Section 149(4) of the Companies Act, 2013, Clause 49 (II) (A) of the Listing Agreement and Para 3.1.2 and 3.1.4 of the DPE Guidelines on Corporate Governance, the company did not have the requisite composition of the Board of Directors except the following:
 - a) the company had more than fifty percent of the Board of Directors comprising of Non-executive directors during the period from 1.4.2014 to 27.08.2014.
 - b) the company had more than one-third of the Board of Directors comprising of Independent Directors during the period from 1.4.2014 to 27.08.2014.
 - c) the company had two women Directors on its Board during the financial year 2014-15.
- ii) As per Section 149(8) read with Schedule (IV) (VIII) and Section 178(2) of the Companies Act, 2013 and Clause 49 (II) (B) (5) of the Listing Agreement, the company has not carried out the performance evaluation of the Directors.

I further report that Engineers India Limited is a Government Company under the administrative control of the Ministry of Petroleum and Natural Gas, Government of India, all the Directors are nominated/appointed by the Government of India. The Government of India is in process of selecting requisite number of Independent Directors. Since all the Directors are nominated/appointed by the Government of India, the company has not been able to comply with the requirements pertaining to composition of Board of Directors and performance evaluation of Directors for the financial year 2014-15.

Generally, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions made in the Board/Committee meeting(s) were carried out with unanimous consent of the all the Directors/Members present during the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

For Agarwal S. & Associates,
Company Secretaries,

(Sachin Agarwal)
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: May 27, 2015

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,

The Members,
Engineers India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Agarwal S. & Associates,
Company Secretaries,

(Sachin Agarwal)
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: May 27, 2015

Management's Reply to Secretarial Auditor Report (2014-15)

AUDITORS' COMMENTS	MANAGEMENT'S REPLY
<p>i) As per Section 149(4) of the Companies Act, 2013, Clause 49 (II) (A) of the Listing Agreement and Para 3.1.2 and 3.1.4 of the DPE Guidelines on Corporate Governance, the company did not have the requisite composition of the Board of Directors except the following:</p> <ol style="list-style-type: none"> a) the company had more than fifty percent of the Board of Directors comprising of Non-executive directors during the period from 1.4.2014 to 27.08.2014. b) the company had more than one-third of the Board of Directors comprising of Independent Directors during the period from 1.4.2014 to 27.08.2014. c) the company had two women Directors on its Board during the financial year 2014-15. <p>ii) As per Section 149(8) read with Schedule (IV) (VIII) and Section 178(2) of the Companies Act, 2013 and Clause 49 (II) (B) (5) of the Listing Agreement, the company has not carried out the performance evaluation of the Directors.</p>	<p>i) EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India.</p> <p>In order to fulfil the requirement of the number of Non-Executive and Non-official Independent Directors under the provisions of Companies Act, 2013, Clause 49 of the Listing Agreement and DPE Guidelines on Corporate Governance, the Company has already taken up the matter with the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India for appointment of sufficient number of Non-Executive and Non-official Independent Directors on the Board of the Company.</p> <p>ii) EIL is a Public Sector Undertaking and the appointment of Directors both Executive and Non-Executive are made by the Government of India. Therefore, the company has not laid down any criteria for performance evaluation of the Directors.</p>

Form No. MGT-9

Extract of Annual Return

as on the Financial Year ended 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L74899DL1965GOI004352
- ii) Registration Date : 15/03/1965
- iii) Name of the Company : Engineers India Limited
- iv) Category / Sub-Category of the Company : Public Limited Company (Limited by Shares)- Govt. of India Undertaking.
- v) Address of the Registered office and contact details : Engineers India Bhawan, 1, Bhikaiji Cama Place,
New Delhi-110066
Tel: 011-26762121, Fax: 011-26178210, 26194715
E-mail: eil.mktg@eil.co.in
Website: www.engineersindia.com
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s Karvy Computershare Private Ltd.
Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad- 500032
Tel No. 040-67161500
Fax No. 040-23001153
Email: einward.ris@karvy.com
Website: www.karvy.com/www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Consultancy & Engineering Projects	N.A.	55.34
2	Turnkey Projects	N.A.	44.66

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	EIL Asia Pacific Sdn. Bhd.	290200-W	Subsidiary	100%	2(87)
2	Certification Engineers International Limited	U74899DL1994GOI062371	Subsidiary	100%	2(87)
3	Jabal EIL IOT Company Ltd.	2051046155	Associates	33.33%	2(6)
4	TEIL Projects Ltd.	U74140DL2008PLC180897	Associates	50%	2(6)
5	Ramagundam Fertilizers and Chemicals Ltd.	U24100DL2015PLC276753	Associates	49.90%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Shareholding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 1/04/2014				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2015				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	233727299	0	233727299	69.37	233727299	0	233727299	69.37	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	233727299	0	233727299	69.37	233727299	0	233727299	69.37	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	233727299	0	233727299	69.37	233727299	0	233727299	69.37	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	12979837	0	12979837	3.85	6814001	0	6814001	2.02	1.83
(b)	Financial Institutions /Banks	6512697	0	6512697	1.93	5816891	0	5816891	1.73	0.21
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	22769157	0	22769157	6.76	24455454	0	24455454	7.26	-0.50
(f)	Foreign Institutional Investors	28509155	0	28509155	8.46	28631417	0	28631417	8.50	-0.04
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	70770846	0	70770846	21.00	65717763	0	65717763	19.50	1.50

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 1/04/2014				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2015				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	7235124	18	7235142	2.15	9835186	18	9835204	2.92	-0.77
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	19866485	418422	20284907	6.02	23059309	391939	23451248	6.96	-0.94
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	3007249	0	3007249	0.89	2420962	0	2420962	0.72	0.17
(c)	Others									
	CLEARING MEMBERS	714430	0	714430	0.21	184241	0	184241	0.05	0.16
	NON RESIDENT INDIANS	995620	0	995620	0.30	1506241	0	1506241	0.45	-0.15
	TRUSTS	201107	0	201107	0.06	93642	0	93642	0.03	0.03
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	32020015	418440	32438455	9.63	37099581	391957	37491538	11.13	-1.50
	Total B=B(1)+B(2) :	102790861	418440	103209301	30.63	102817344	391957	103209301	30.63	0.00
	Total (A+B) :	336518160	418440	336936600	100.00	336544643	391957	336936600	100.00	0.00
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C)	336518160	418440	336936600	100.00	336544643	391957	336936600	100.00	

ii. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1	Central Government/ State Government(s)	233727299	69.37	Nil	233727299	69.37	Nil	Nil
	Total	233727299	69.37	Nil	233727299	69.37	Nil	Nil

iii. Change in Promoter's Shareholding

There was no change in the Promoter's shareholding during the financial year 2014-15.

iv Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
1	LIC OF INDIA HEALTH PROTECTION PLUS FUND	21283187	6.32	01/04/2014			21283187	6.32
				23/05/2014	-105000	Transfer	21178187	6.29
				06/06/2014	-60859	Transfer	21117328	6.27
				13/06/2014	-111677	Transfer	21005651	6.23
				04/07/2014	-175752	Transfer	20829899	6.18
				11/07/2014	-50953	Transfer	20778946	6.17
				18/07/2014	-33424	Transfer	20745522	6.16
				25/07/2014	-147956	Transfer	20597566	6.11
		20597566	6.11	31/03/2015			20597566	6.11
2	HSBC BANK (MAURITIUS) LIMITED	5658735	1.68	01/04/2014			5658735	1.68
				08/08/2014	34073	Transfer	5692808	1.69
				15/08/2014	97841	Transfer	5790649	1.72
				22/08/2014	205000	Transfer	5995649	1.78
				05/09/2014	33731	Transfer	6029380	1.79
				12/09/2014	400000	Transfer	6429380	1.91
				23/01/2015	-770645	Transfer	5658735	1.68
		5658735	1.68	31/03/2015			5658735	1.68
3	GENERAL INSURANCE CORPORATION OF INDIA	3855015	1.14	01/04/2014	0	Nil movement during the year		
		3855015	1.14	31/03/2015			3855015	1.14
4	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	3802144	1.13	01/04/2014			3802144	1.13
				18/04/2014	32960	Transfer	3835104	1.14
				16/05/2014	163465	Transfer	3998569	1.19
				30/05/2014	-44837	Transfer	3953732	1.17
				06/06/2014	-485224	Transfer	3468508	1.03
				01/08/2014	-49889	Transfer	3418619	1.01
				08/08/2014	-62932	Transfer	3355687	1.00
				15/08/2014	-6445	Transfer	3349242	0.99
				05/09/2014	-8169	Transfer	3341073	0.99
				21/11/2014	-306145	Transfer	3034928	0.90
				28/11/2014	-48251	Transfer	2986677	0.89
				05/12/2014	-426514	Transfer	2560163	0.76
				06/02/2015	-67481	Transfer	2492682	0.74
				13/02/2015	-91512	Transfer	2401170	0.71
		2345289	0.70	31/03/2015			2345289	0.70

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04- 2014)/end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
5	CPSE ETF	3481522	1.03	01/04/2014			3481522	1.03
				04/04/2014	7170	Transfer	3488692	1.04
				04/04/2014	-71	Transfer	3488621	1.04
				11/04/2014	69223	Transfer	3557844	1.06
				11/04/2014	-949853	Transfer	2607991	0.77
				18/04/2014	-181093	Transfer	2426898	0.72
				25/04/2014	-196729	Transfer	2230169	0.66
				02/05/2014	-104059	Transfer	2126110	0.63
				09/05/2014	-55097	Transfer	2071013	0.61
				16/05/2014	19523	Transfer	2090536	0.62
				16/05/2014	-68509	Transfer	2022027	0.60
				23/05/2014	27537	Transfer	2049564	0.61
				23/05/2014	-20301	Transfer	2029263	0.60
				30/05/2014	30351	Transfer	2059614	0.61
				30/05/2014	-6645	Transfer	2052969	0.61
				06/06/2014	14070	Transfer	2067039	0.61
				06/06/2014	-7437	Transfer	2059602	0.61
				13/06/2014	-5437	Transfer	2054165	0.61
				20/06/2014	2412	Transfer	2056577	0.61
				20/06/2014	-14	Transfer	2056563	0.61
				30/06/2014	4221	Transfer	2060784	0.61
				30/06/2014	-14	Transfer	2060770	0.61
				04/07/2014	3618	Transfer	2064388	0.61
				11/07/2014	-1407	Transfer	2062981	0.61
				18/07/2014	1824	Transfer	2064805	0.61
				25/07/2014	2613	Transfer	2067418	0.61
				01/08/2014	1809	Transfer	2069227	0.61
				08/08/2014	603	Transfer	2069830	0.61
				15/08/2014	201	Transfer	2070031	0.61
				15/08/2014	-204	Transfer	2069827	0.61
				22/08/2014	993	Transfer	2070820	0.61
				22/08/2014	-13348	Transfer	2057472	0.61
				29/08/2014	1990	Transfer	2059462	0.61
				29/08/2014	-4786	Transfer	2054676	0.61
				05/09/2014	-4950	Transfer	2049726	0.61
				12/09/2014	7164	Transfer	2056890	0.61
				12/09/2014	-10358	Transfer	2046532	0.61
				19/09/2014	-13930	Transfer	2032602	0.60
				30/09/2014	8557	Transfer	2041159	0.61

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04- 2014)/end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
				03/10/2014	-796	Transfer	2040363	0.61
				10/10/2014	-199	Transfer	2040164	0.61
				17/10/2014	8159	Transfer	2048323	0.61
				24/10/2014	6766	Transfer	2055089	0.61
				31/10/2014	3781	Transfer	2058870	0.61
				31/10/2014	-3781	Transfer	2055089	0.61
				07/11/2014	10746	Transfer	2065835	0.61
				07/11/2014	-3781	Transfer	2062054	0.61
				14/11/2014	197	Transfer	2062251	0.61
				14/11/2014	-32728	Transfer	2029523	0.60
				21/11/2014	27974	Transfer	2057497	0.61
				21/11/2014	-85498	Transfer	1971999	0.59
				28/11/2014	-34475	Transfer	1937524	0.58
				05/12/2014	-4149	Transfer	1933375	0.57
				12/12/2014	394	Transfer	1933769	0.57
				12/12/2014	-2955	Transfer	1930814	0.57
				19/12/2014	1970	Transfer	1932784	0.57
				19/12/2014	-4137	Transfer	1928647	0.57
				31/12/2014	18162	Transfer	1946809	0.58
				31/12/2014	-1780	Transfer	1945029	0.58
				02/01/2015	6336	Transfer	1951365	0.58
				02/01/2015	-7326	Transfer	1944039	0.58
				09/01/2015	21978	Transfer	1966017	0.58
				16/01/2015	-23573	Transfer	1942444	0.58
				23/01/2015	792	Transfer	1943236	0.58
				23/01/2015	-4356	Transfer	1938880	0.58
				30/01/2015	-9900	Transfer	1928980	0.57
				06/02/2015	-5346	Transfer	1923634	0.57
				13/02/2015	-412	Transfer	1923222	0.57
				27/02/2015	850	Transfer	1924072	0.57
				27/02/2015	-1539	Transfer	1922533	0.57
				06/03/2015	-4099	Transfer	1918434	0.57
				13/03/2015	22448	Transfer	1940882	0.58
				20/03/2015	2422	Transfer	1943304	0.58
				20/03/2015	-91	Transfer	1943213	0.58
				27/03/2015	10380	Transfer	1953593	0.58
				27/03/2015	-1218	Transfer	1952375	0.58
				31/03/2015	14173	Transfer	1966548	0.58
				31/03/2015	-346	Transfer	1966202	0.58
		1698563	0.50	31/03/2015			1698563	0.50

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
6	UNITED INDIA INSURANCE COMPANY LIMITED	528535	0.16	01/04/2014			528535	0.16
				23/05/2014	-65000	Transfer	463535	0.14
				30/05/2014	-1019	Transfer	462516	0.14
				19/09/2014	40000	Transfer	502516	0.15
				30/09/2014	91262	Transfer	593778	0.18
				10/10/2014	21657	Transfer	615435	0.18
				17/10/2014	40000	Transfer	655435	0.19
				24/10/2014	50000	Transfer	705435	0.21
				31/10/2014	30000	Transfer	735435	0.22
				14/11/2014	40000	Transfer	775435	0.23
				21/11/2014	160000	Transfer	935435	0.28
				28/11/2014	150000	Transfer	1085435	0.32
				05/12/2014	30000	Transfer	1115435	0.33
				12/12/2014	60000	Transfer	1175435	0.35
				19/12/2014	150000	Transfer	1325435	0.39
				31/12/2014	369677	Transfer	1695112	0.50
				09/01/2015	110000	Transfer	1805112	0.54
				16/01/2015	82298	Transfer	1887410	0.56
				23/01/2015	89341	Transfer	1976751	0.59
				30/01/2015	120000	Transfer	2096751	0.62
				06/02/2015	160000	Transfer	2256751	0.67
				13/02/2015	93081	Transfer	2349832	0.70
				27/02/2015	100000	Transfer	2449832	0.73
				06/03/2015	20000	Transfer	2469832	0.73
		2529832	0.75	31/03/2015			2529832	0.75
7	GOVERNMENT PENSION FUND GLOBAL	435211	0.13	01/04/2014			435211	0.13
				04/04/2014	200094	Transfer	635305	0.19
				11/04/2014	156494	Transfer	791799	0.23
				18/04/2014	116614	Transfer	908413	0.27
				25/04/2014	159241	Transfer	1067654	0.32
				02/05/2014	206477	Transfer	1274131	0.38
				09/05/2014	449538	Transfer	1723669	0.51
				16/05/2014	398073	Transfer	2121742	0.63
				23/05/2014	155018	Transfer	2276760	0.68
				21/11/2014	2276760	Transfer	4553520	1.35
				21/11/2014	-2276760	Transfer	2276760	0.68
		2276760	0.68	31/03/2015			2276760	0.68

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04- 2014)/end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
8	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK FUND	2145508	0.64	01/04/2014			2145508	0.64
				25/04/2014	4500	Transfer	2150008	0.64
		2150008	0.64	31/03/2015			2150008	0.64
9	COMGEST GROWTH PLC A/C COMGEST GROWTH INDIA	2100000	0.62	01/04/2014			2100000	0.62
				23/05/2014	-400000	Transfer	1700000	0.50
				06/06/2014	-300000	Transfer	1400000	0.42
				14/11/2014	-162208	Transfer	1237792	0.37
				21/11/2014	-300387	Transfer	937405	0.28
				28/11/2014	-221189	Transfer	716216	0.21
				05/12/2014	-16216	Transfer	700000	0.21
				06/02/2015	-700000	Transfer	0	0.00
		0	0.00	31/03/2015			0	0.00
10	MORGAN STANLEY ASIA (SINGAPORE) PTE.	2032173	0.60	01/04/2014			2032173	0.60
				11/04/2014	-65867	Transfer	1966306	0.58
				13/06/2014	11402	Transfer	1977708	0.59
				20/06/2014	-11402	Transfer	1966306	0.58
				14/11/2014	-42120	Transfer	1924186	0.57
				28/11/2014	16710	Transfer	1940896	0.58
				05/12/2014	-6005	Transfer	1934891	0.57
				19/12/2014	1942597	Transfer	3877488	1.15
				19/12/2014	-1934891	Transfer	1942597	0.58
				31/12/2014	-1000	Transfer	1941597	0.58
				09/01/2015	-43000	Transfer	1898597	0.56
				30/01/2015	68000	Transfer	1966597	0.58
				06/02/2015	133000	Transfer	2099597	0.62
				27/02/2015	-177000	Transfer	1922597	0.57
				06/03/2015	46200	Transfer	1968797	0.58
				27/03/2015	-89000	Transfer	1879797	0.56
				31/03/2015	-47000	Transfer	1832797	0.54
		1917797	0.57	31/03/2015			1917797	0.57

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Shri A.K. Purwaha, Chairman & Managing Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
2	Dr. Archana S. Mathur, Director (Govt. Nominee)	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
3	Shri Adit Jain, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
4	Shri Bijoy Chatterjee, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
5	Dr. R. K. Shevgaonkar, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
6	Dr. J. P. Gupta, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
7	Shri D. R. Meena, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
8	Dr. V. Vizia Saradhi, Non-official Independent Director	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
9	Shri Ram Singh, Director (Finance)	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
10	Shri D. Moudgil, Director (Projects)	340	0.00	01/04/2014			340	0.00
					0	Nil movement during the year		
		340	0.00	31/03/2015			340	0.00
11	Shri Sanjay Gupta, Director (Commercial)	60	0.00	01/04/2014			60	0.00
					0	Nil movement during the year		
		60	0.00	31/03/2015			60	0.00
12	Ms. Veena Swarup, Director (HR)	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
13	Shri Ajay N. Deshpande, Director (Technical)	3940	0.00	01/04/2014			3940	0.00
					0	Nil movement during the year		
		3940	0.00	31/03/2015			3940	0.00
14	Shri Ashwani Soni Director (Projects)	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00
15	Shri Rajan Kapur Company Secretary	Nil	0.00	01/04/2014			Nil	0.00
					0	Nil movement during the year		
		Nil	0.00	31/03/2015			Nil	0.00

V. INDEBTEDNESS

The Company has not availed any loan during the year and is a debt-free Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

EIL is a Public Sector Undertaking (Government Company) and the appointment of Directors both Executive and Non-Executive are made by the Government of India and are being paid remuneration as per the terms of their appointment. The details in this regard are given in the Corporate Governance Report which forms part of Annual Report.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties/punishment/compounding of offences for the financial year ended 31st March, 2015.

Independent Auditors' Report

To
The Members of
ENGINEERS INDIA LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Engineers India Limited ("the company"), which comprises the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. The C & AG of India has issued direction indicating the areas to be examined in terms of sub section (5) of section 143 of the Companies Act 2013, compliance of which are set out in Annexure II

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Notes No 2.17 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts - Refer Note No 2.43 to the financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M. Verma & Associates
Chartered Accountants
FRN: 501433C

(Mohender Gandhi)
(Partner)
M. Number: 088396

Place: New Delhi
Date: May 27, 2015

Annexure I to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management in phased manner so as to cover each assets at once in three years which in our opinion is reasonable in regard to the size of the Company and the nature of its business. As informed to us, no material discrepancies were noticed on such verification.
- (ii) (a) As explained to us, inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) We are of the opinion that, the Company is maintaining proper records of inventory. Further as per information and explanations given to us the discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly paragraphs (iii) (a) and (b) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. On the basis of our examination and according to information and explanation given to us we have neither come across nor been informed of any instance of major weakness in the internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) As per information and explanation provided to us, maintenance of cost record has not been prescribed under section 148 of the act for services rendered by the Company.
- (vii)(a) As per information and explanations and records provided to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other statutory dues with the appropriate authorities. We are informed that there are no undisputed statutory dues as at the year end outstanding for a period of more than six months from the date they become payable.
 - (b) According to the information and explanations given to us and on the basis of record verified by us , the following dues of income tax, sales tax, service tax, wealth-tax, duty of customs, duty of excise, value added tax and cess as at March 31, 2015 which have not been deposited on account of a dispute:

S. No.	Name of Statute	Nature of Duty	Forum where the dispute is pending	Financial Year to which it pertains	Amount (₹in Lacs)
1	Income Tax Act 1961	Assessment u/s 143(3) of the Income Tax Act, 1961	CIT (Appeals)	2011-12	43.48
2	Income Tax Act 1961	Demand of TDS u/s 201(1)	CIT (Appeals)	2008-09	0.32
3	Income Tax Act 1961	Interest on Self assessment tax u/s 244A	Supreme Court	2005-06	105.37
4	Finance Act 1994	Demand of Service tax	CESTAT	2002-2006	62.87
5	Sales Tax Act	Demand of Sales Tax	Sales Tax tribunal Agra	1999-2000	132.53
6	Sales Tax Act	Demand of Sales Tax	Sales Tax tribunal Agra	2001-01	116.12
7	UP Sales Tax Act	Sales Tax	Sales Tax tribunal , Agra	1999-2000	13.70

- (c) According to the information and explanations given to us, the amount which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses as on 31.3.2015 and has not incurred cash losses during the year and in the immediately preceding financial year.



- (ix) The Company do not have any borrowing from any financial institutions, banks or debenture holders.
- (x) As per record and information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions except guarantee amounting to ₹200.00lacs issued on behalf of M/s TEIL Projects Ltd (a joint venture company). In our opinion the terms and condition of the guarantee are not prejudicial to the interest of the Company.
- (xi) Company has not availed any term loan during the year.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For M. Verma & Associates
Chartered Accountants
FRN: 501433C

Place: New Delhi
Date: May 27, 2015

(Mohender Gandhi)
(Partner)
M. Number: 088396

Annexure II referred to in Paragraph 2 under the heading 'Report on other Legal & Regulatory requirements' of our report of even date

S. No.	Directions	Our Report	Action Taken Thereon	Impact on Accounts and Financial Statements of the Company								
1	If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	No disinvestment has been taken place during the year 2014-15. Further as per information provided to us Company has not been selected for disinvestment during the year 2014-15	No action required	Nil								
2	Please report whether there are any cases of waiver/ write off of debts/ loan/interest etc., if yes, the reasons therefore and the amount involved.	As per record and information provided to us debtors amounting to ₹19.76 lacs were written off during the years, as management is of the view that the amount is no longer realizable.	Amount ₹3.04 lacs write off against the provision already provided and ₹16.72 lacs debited to P/L account.	Profit reduced by ₹16.72 lacs								
3	Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities.	Not Applicable No inventory is lying with third parties and no asset has been received as gift from Govt. of India or other authorities.	No action required	Nil								
4	A report on age-wise analysis of pending legal/arbitration cases including the reasons of pendency and existence/effectiveness of a monitoring mechanism for expenditure on all legal cases(foreign and local) may be given.	<div>As per record and information provided to us there are 59 legal/arbitration cases pending which consist 25 cases relating to employees and 34 cases are related to other parties. The age wise analysis of these cases are as under.</div> <table><tr><th>Age of cases</th><th>Number of cases</th></tr><tr><td>Less than 2 years</td><td>15</td></tr><tr><td>2 to 3 years</td><td>5</td></tr><tr><td>More than 3 years</td><td>39</td></tr></table> <div>Cases under arbitration/courts are generally pending due to (i) hearings are in process or not yet completed for the want of additional details/ documents required by arbitrators/ courts (ii) non fixation of dates or stay granted by the courts.</div> <div>The company is having dedicated legal cell which monitors the legal cases on real time basis including the expenditure for engagement of legal experts.</div>	Age of cases	Number of cases	Less than 2 years	15	2 to 3 years	5	More than 3 years	39	The legal cases have been reviewed and for cases filed against the company in terms of AS-29, the amount has been disclosed as Contingent liability in notes to accounts after adjusting for provision/liability, if any provided in the accounts	Consequential effect has been given to respective heads of accounts. Refer note no.2.17
Age of cases	Number of cases											
Less than 2 years	15											
2 to 3 years	5											
More than 3 years	39											

For M. Verma & Associates
Chartered Accountants
FRN: 501433C

(Mohender Gandhi)
(Partner)
M. Number: 088396

Place: New Delhi
Date: May 27, 2015



Balance Sheet

AS AT 31st MARCH, 2015

PARTICULARS	NOTE NO.	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2.1	16846.84	16846.84
Reserves and Surplus	2.2	239943.25	229329.20
		256790.09	246176.04
Non-Current Liabilities			
Other Long term Liabilities	2.3		
	2.3 (A)	221.79	183.31
Long Term Provisions	2.3 (B)	1746.82	2009.24
		1968.61	2192.55
Current Liabilities			
Trade Payables	2.4		
	2.4 (A)	24655.80	28210.46
Other Current Liabilities	2.4 (B)	58069.36	54319.54
Short term Provisions	2.4 (C)	50110.81	44143.05
		132835.97	126673.05
TOTAL		391594.67	375041.64
ASSETS			
Non Current Assets			
Fixed Assets:			
	2.5		
Tangible assets		26759.27	11460.44
Intangible assets		210.90	329.68
Capital work-in-Progress		1911.20	13176.15
		28881.37	24966.27
Non Current Investments	2.6	1638.96	1759.31
Deferred Tax Asset (Net)	2.33	23194.76	23086.67
Long Term Loans and Advances	2.7	4621.09	5147.07
Other Non Current Assets	2.8	58.14	48.31
Current Assets:			
	2.9		
Current Investments	2.9 (A)	12400.00	71900.00
Inventories	2.9 (B)	81.09	100.48
Trade Receivables	2.9 (C)	42606.18	34309.30
Cash and Bank Balances	2.9 (D)	237292.29	176803.08
Short Term Loans and Advances	2.9 (E)	8530.26	4811.21
Other Current Assets	2.9 (F)	32290.53	32109.94
		333200.35	320034.01
TOTAL		391594.67	375041.64
Significant Accounting Policies and Notes to Accounts	1 & 2		

(RAJAN KAPUR)Company Secretary
PAN : AAIPK0926B**(SUDERSHAN GUPTA)**Executive Director {F & A}
PAN : AAGPG5991E**(RAM SINGH)**Director {Finance}
DIN : 02942267**(A.K.PURWAHA)**Chairman & Managing Director
DIN : 00165092As per our report of even date attached
for **M. VERMA & ASSOCIATES**
CHARTERED ACCOUNTANTS**(MOHENDER GANDHI)**

PARTNER

Membership No. 088396

Firm Registration No. 501433C

Place: New Delhi

Date: May 27, 2015

Statement of Profit & Loss

FOR THE YEAR ENDED 31ST MARCH, 2015

	NOTE NO.	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
A. Revenue :			
i) Revenue from Operations	2.10		
-Consultancy & Engineering Services		95411.53	116989.99
Increase (+) / (Decrease) (-) in Work-in-Progress		(614.22)	(6,082.85)
		<u>94797.31</u>	<u>110907.14</u>
-Turnkey Projects		76458.74	71452.03
Increase (+) / (Decrease) (-) in Work-in-Progress		44.37	—
		<u>76503.11</u>	<u>71452.03</u>
		171300.42	182359.17
ii) Other Income	2.11	27310.80	23208.51
Total Revenue (i + ii)		<u>198611.22</u>	<u>205567.68</u>
B. Expenses :			
Technical Assistance/Sub-Contracts	2.12	32976.69	43220.69
Construction Materials & Equipments	2.13	25371.43	19244.40
Employee Benefits Expense	2.14	59194.89	59781.46
Depreciation & Amortization Expense	2.15	1962.74	1454.67
Other Expenses :	2.16		
Facilities	2.16 (a)	5736.40	5002.12
Corporate Costs	2.16 (b)	2406.79	3418.89
Other Costs	2.16 (c)	23388.50	3365.57
Total Expenses		<u>151037.44</u>	<u>135487.80</u>
Profit for the Year (A-B)		47573.78	70079.88
Less: Prior Period Adjustments(Net)	2.34	818.15	277.07
Profit Before Tax		46755.63	69802.81
Less: Tax Expense			
Current Tax		15923.60	21374.82
Deferred Tax	2.33	(90.19)	550.06
		<u>30922.22</u>	<u>47877.93</u>
Less : Prior Period Tax Adjustments(net) :			
Current Tax		124.58	(98.42)
Profit After Tax		<u>30797.64</u>	<u>47976.35</u>
Earning Per Share (Face value ₹ 5/- per share):	2.37		
Basic (In ₹)		9.14	14.24
Diluted (In ₹)		9.14	14.24
Significant Accounting Policies and Notes to Accounts	1 & 2		

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for **M. VERMA & ASSOCIATES**
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
Membership No. 088396
Firm Registration No. 501433C

Place: New Delhi
Date: May 27, 2015



Cash Flow Statement

FOR THE YEAR ENDED 31ST MARCH, 2015

		Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
A) Cash Flow from Operating Activities			
Net Profit Before Tax and Prior Period Adjustments	a	47573.78	70079.88
Add:			
i) Adjustment For:			
Depreciation and Amortization		1992.78	1481.21
Fixed Assets Written Off		4.31	18.03
Provision for Diminution in Value of Investment in Joint Ventures		64.38	111.01
Provision for losses of Joint Ventures		46.65	0.00
Exchange Gain on Repatriation of part capital of Joint Venture		(135.95)	0.00
(Profit)/Loss on Sale of Fixed Assets		(12.39)	(1.53)
ii) Other Income:			
Interest Income		(19,271.22)	(18,095.43)
Share of Profit on Trade Investment		(59.43)	(56.47)
Capital Gain on Redemption of Investment in Mutual Funds		(6,719.82)	(3,872.76)
Dividend Income		(676.95)	(558.91)
	b	<u>(24,767.64)</u>	<u>(20,974.85)</u>
Operating Profit before Working Capital Changes	c=a+b	22806.14	49105.03
iii) Adjustment For:			
(Increase)/Decrease in Trade Receivables		(8,296.88)	(1,092.27)
(Increase)/Decrease in Inventories		19.39	(18.38)
(Increase)/Decrease in Loans & Advances and Other Assets		(2,740.79)	7,917.13
(Increase)/Decrease in Work in Progress		569.85	6,082.85
Increase/(Decrease) in Provision for Corporate Social Responsibility		226.90	—
Increase/(Decrease) in Liabilities/Provisions		<u>9,935.13</u>	<u>(32,496.24)</u>
	d	<u>(286.40)</u>	<u>(19,606.91)</u>
Cash Generated from Operations	e=c+d	22,519.74	29,498.12
Less: Tax Paid	f	<u>15,742.77</u>	<u>20,912.64</u>
Cash Flow Before Prior Period Adjustments	g=e-f	6,776.97	8,585.48
Prior Period Adjustments	h	<u>(818.15)</u>	<u>(277.07)</u>
Net Cash Flow from Operating Activities	i=g+h	<u>5,958.82</u>	<u>8,308.41</u>
B) Cash Flow from Investing Activities			
Payments Towards Capital Expenditure		(6,308.06)	(8,185.56)
Sale of Fixed Assets		15.20	8.16
Interest Received		18,324.27	19,559.94
Dividend Received		676.95	558.91
Redemption of Investment in Fixed Maturity Plans of Mutual Funds		78,619.82	44,672.76
Purchase of Investment in Fixed Maturity Plans of Mutual Funds		(12,400.00)	(49,200.00)
Fixed Deposit Placed with Banks having Original Maturity of More than Three Months		(240,893.79)	(261,191.84)
Fixed Deposit with Banks Matured having Original Maturity of More than Three Months		179,968.79	270,664.08
Investment in Joint Ventures		(244.00)	—
Divestment in Joint Venture		495.35	—
Net Cash Flow from Investing Activities	j	<u>18,254.53</u>	<u>16,886.45</u>

Cash Flow Statement (Cont.)

FOR THE YEAR ENDED 31ST MARCH, 2015

		Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
C) Cash Flow from Financing Activities			
Dividend Payment (Including Dividend Tax)		(11,791.98)	(11,791.98)
Interim Dividend Payment (Including Dividend Tax)		(12,089.14)	(13,762.97)
Net Cash Flow from Financing Activities	k	(23,881.12)	(25,554.95)
Increase/ (Decrease) in Cash & Cash Equivalents	i+j+k	332.23	(360.09)
Cash & Cash Equivalents at the Beginning of the Period		922.62	1,282.71
Cash & Cash Equivalents at the Close of the Period		1,254.85	922.62
Increase/ (Decrease) in Cash and Cash Equivalents		332.23	(360.09)

NOTES:

1 The Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

2 Cash & Cash Equivalents represents :

i) Cash and Stamps in Hands	9.13	38.33
ii) Balance with Banks in Current Account	1232.57	709.29
iii) Remittance in Transit	13.15	0.00
iv) Balance with Banks in Deposit Account having Original Maturity of Three Months or Less	0.00	175.0

Total **1254.85** **922.62**

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
Membership No. 088396
Firm Registration No. 501433C

Place: New Delhi
Date: May 27, 2015

Significant Accounting Policies and Notes to Accounts

1) Significant Accounting Policies

1.1 ACCOUNTING CONCEPTS

The accounts are prepared on historical cost concept based on accrual method of accounting as a going concern, consistent with generally accepted accounting principles in accordance with the mandatory accounting standards and disclosure requirements as per the provisions of the Companies Act, 2013.

1.2 REVENUE RECOGNITION

(A) Revenue from services rendered is accounted for:

- (a) In the case of cost plus jobs, on the basis of amount billable under the contracts;
- (b) In the case of lumpsum services and turnkey contracts, as proportion of actual direct costs of the work to latest estimated total direct cost of the work; and
- (c) In the case of inspection contracts providing for a percentage fee on equipment/project cost, on the basis of physical progress duly certified.

(B) Other claims including interest on outstandings are accounted for when there is virtual certainty of ultimate collection.

1.3 TURNOVER/WORK-IN-PROGRESS

(A) No income has been taken into account on jobs for which:

- a) The terms of remuneration receivable by the Company have not been settled and/or scope of work has not been clearly defined and, therefore, it is not possible in the absence of settled terms to determine whether there is a profit or loss on such jobs. However, in cases where minimum undisputed terms have been agreed to by the clients, income has been accounted for on the basis of such undisputed terms though the final terms are still to be settled.
- b) The terms have been agreed to at lumpsum services / turnkey contracts and outcome of job cannot be estimated reliably.

(B) The Cost of such jobs as stated in 'A' above is carried forward as work-in- progress at actual direct cost.

1.4 CASH & CASH EQUIVALENT

- i) Cash comprises cash on hand and demand deposits i.e. balances held with banks in current accounts for unrestrictive use;
- ii) Cash equivalents are short term, highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. The company considers unrestrictive time deposits with banks having an original maturity of three months or less as cash equivalent.

1.5 FIXED ASSETS

- a) Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses.
- b) The cost of any software purchased initially along with the computer hardware is being capitalised along with the cost of the hardware. Any subsequent acquisition / upgradation of software is being capitalized as an intangible asset.
- c) Whenever any new office space is acquired and partitions/fixtures and fittings are provided to make it suitable for use, the expenditure on the same is capitalised and depreciation charged as per Para 1.6 (a) below. All expenditure on subsequent modifications and repairs of partitions/fixtures and fittings are charged to revenue in the year it is incurred.

1.6 DEPRECIATION & AMORTIZATION

- a) Depreciation on fixed assets is charged on straight line method either on the basis of rates arrived at with reference to the useful life of the assets evaluated by the Committee consisting of Technical experts and approved by the Management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013, whichever is higher.
- b) No depreciation has been provided in the case of land which is on perpetual lease or where no lease deeds have been executed. Premium paid on land where lease agreements have been executed are written off over the period of lease proportionately.
- c) The cost of capitalized software is amortized over a period of three years from the date of its acquisition. However, software individually costing upto ₹5 lakhs is fully amortized during the year of its acquisition.
- d) 100% depreciation is provided on library books in the year of purchase since individual books are low value items.
- e) Assets individually costing less than ₹5,000 are fully depreciated in the year of acquisition.

1.7 IMPAIRMENT OF ASSETS

Impairment of cash generating assets are reviewed for impairment whenever an event or changes in circumstances indicate that carrying amount of such assets may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured

by the amount by which the carrying amount of the assets exceeds the fair value of assets. If it is found that some of the impairment losses already recognized needs to be reversed the same are recognized in the statement of Profit & Loss Account in the year of reversal.

1.8 INVENTORIES

Inventories in respect of stores, spares and chemicals etc. are valued at cost or net realisable value whichever is less. Cost is determined on "First In, First Out" basis.

1.9 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are liabilities involving substantial degree of estimation are recognized when there is a present obligation as a result of past event having probability of outflow of resources and a reliable estimate can be made of such an obligation. Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

1.10 PROVISION FOR CONTRACTUAL OBLIGATIONS

The provision for estimated liabilities on account of guarantees & warranties etc. in respect of lumpsum services and turnkey contracts awarded to the Company are being made on the basis of management's assessment of risk and consequential probable liabilities on each such job.

1.11 FOREIGN CURRENCY TRANSACTIONS

- a) Fixed assets are incorporated at the rates in force when transaction takes place.
- b) Current Assets and Current Liabilities including Cash and Bank balances are carried at the year end exchange rates. Any gain or loss on account of exchange difference is charged to the Profit & Loss Account.
- c) Foreign currency transactions (Income & Expenditure) are accounted for at average monthly rates based on market rates for preceding month in respect of Pound Sterling, US Dollars, Euro, Australian Dollar, Canadian Dollar, Swiss Franc & Japanese Yen and in respect of other currencies at Government rates prevailing in the month. Payments to sub-contractors/vendors from Foreign Currency (FCN) account are recorded at bank rate prevailing on the date of transaction.
- d) Premium/discount arising at the inception of the forward contracts entered into to hedge the foreign currency risks are amortized as expense/income over the life of the contract. Outstanding forward contracts as at reporting date are restated at the exchange rate prevailing on that date.

1.12 RESEARCH AND DEVELOPMENT EXPENDITURE/GOVERNMENT GRANT

- (a) Revenue expenditure on Research and Development is charged to Profit and Loss Account in the year the expenditure is incurred. Capital Expenditure on Research and Development is capitalized under respective fixed assets.
- (b) Government grant of capital nature for promotion and setting up of R&D Centre is treated as Capital Reserve and shown separately under Reserves and Surplus.
- (c) Government grant against specific fixed asset is deducted from the gross value of the concerned asset.
- (d) Funds received from Government Agencies to carry out Research and Development activities are shown under the Head 'other income' as adjustment against expenditure incurred. Unutilised funds are shown under other liabilities.

1.13 RETIREMENT/OTHER LONG TERM EMPLOYEE BENEFITS

- a) Liability in respect of Gratuity, a defined benefit plan, is being paid to a fund maintained by LIC and administered through a separate irrevocable trust set up by the company. Difference between the fund balance and accrued liability at the end of the year based on actuarial valuation is charged to Profit & Loss Account.
- b) Liability towards carried forward leave and post retirement medical benefits, being defined benefit plans, is paid to a fund maintained by LIC and difference between the fund balance and accrued liability at the end of the year based on actuarial valuation is charged to Profit & Loss Account.
- c) Contributions with respect to Provident Fund, a defined contribution plan, are made to the trust set-up by the Company for the purpose.
- d) Contribution with respect to Superannuation Scheme, a defined contribution plan for employees is paid to a fund maintained by the Life Insurance Corporation of India and administered through separate irrecoverable Trust set up by the Company.
- e) Liability in respect of other long term/terminal employee benefits, being defined benefit plans, is recognized on the basis of actuarial valuation.
- f) Voluntary retirement expenses are charged to Profit & Loss Account in the year of its incurrence.

1.14 OPERATING LEASES

- i) Assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on accrual basis.
- ii) Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.

1.15 Expenses/Income booked to Profit and Loss Account are after adjustment of excess/short provisions. However, in cases of specific provisions where no expenses/income has been incurred/received against such provisions, the same are adjusted as excess provisions of previous years written back/Miscellaneous income.

1.16 Dividend on Units/Shares is accounted for on declaration made upto the close of the accounting year. Income distributed/undistributed surplus on investment in an AOP is recognised as income as per intimation received.

1.17 TAXES ON INCOME

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred assets can be realised.

1.18 INVESTMENT

Long-term investments are carried at cost. However, when there is a decline, other than temporary, in the value of a long-term investment, the carrying amount is reduced to recognise the decline.

Current Investments i.e. investments which are intended to be held for not more than twelve months from the date of investment are carried at the lower of cost or market value.

1.19 OIL & GAS EXPLORATION ACTIVITIES

A) The Company follows 'Successful Efforts Method' in accounting for Oil & Gas exploration and production activities as detailed below:

- a) Survey costs are charged as expense in the year of its incurrence.
- b) Acquisition costs, cost of incomplete/ undecided exploratory wells and development costs are carried as capital work in progress till these are either transferred to producing properties on completion or expensed in the year when determined to be dry as the case may be.

B) The Company's share of proved oil and gas reserves are disclosed when notified by the operator of the relevant block.

C) The Company's proportionate share in the assets, liabilities, income and expenditure of jointly controlled assets are accounted for as per the participating interest.

2) Notes to accounts for the year ended 31st March, 2015

2.1) Share Capital :

The company at present is having only one class of share capital i.e. equity share capital.
The requisite disclosure in respect of share capital are as under :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
Authorised		
600,000,000 Equity shares of Par Value of ₹5 each (Previous Year :	30000.00	30000.00
600,000,000 Equity shares of Par Value of ₹5 each)		
Issued		
337,017,600 Equity shares of Par Value of ₹5 each (Previous year :	16850.88	16850.88
337,017,600 Equity shares of Par Value of ₹5 each)		
Subscribed and Paid up		
336,936,600 Equity shares of Par Value of ₹5 each (Previous Year :	16846.83	16846.83
336,936,600 Equity shares of Par Value of ₹5 each) fully paid up		
Add: Forfeited Shares	0.01	0.01
Amount originally paid up on 2,600 Equity shares of Par Value of ₹5 each (Previous Year : 2,600 equity shares of Par Value of ₹5 each)	16846.84	16846.84

Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

	Year ended 31 st March, 2015	Year ended 31 st March, 2014
No. of shares outstanding at the beginning of the period	336936600	336936600
No. of shares outstanding at the close of the period	336936600	336936600

Rights, Preferences and Restrictions attaching to Equity Shares

The Company is having one Class of Equity Shares having a Par Value of ₹5 each. Each Shareholder is eligible for one vote per Share held.
The Dividend proposed by Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of Liquidation , Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all Preferential amount in proportion to their Shareholding.

Details of each Shareholder holding more than 5 percent shares

Name of the shareholder	Number of shares held as at 31 st March, 2015	Number of shares held as at 31 st March, 2014
President of India	233727299	233727299
	69.37%	69.37%

Other disclosures

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
Aggregate number of equity shares having par value of ₹5/- each allotted as fully paid up by way of bonus share during the period of five years immediately preceding the Balance sheet date	224624400	224624400



The Classification of Reserves & Surplus disclosing therein Appropriation /Allocation/Transfers is detailed as under :

The Disclosure of Non-Current Liabilities Including their sub-Classification into major heads is given as under :

2.4) Current Liabilities :

The Disclosure of Current Liabilities Including their sub-Classification into major heads is given as under :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
2.4 (A) Trade Payables	24655.80	28210.46
	24655.80	28210.46
2.4 (B) Other Current Liabilities :		
Security Deposits & Retentions	21049.73	22476.37
Advances Received from Clients	4917.36	1800.94
Income Received in Advance *	21485.22	19499.66
Capital Creditors	1279.77	1821.76
Service Tax Payable	188.88	280.41
Unpaid Dividend **	92.95	94.19
Other Payables :		
- Withholding for Employees including Employers Contribution	1122.30	1019.70
- Withholding for Income Taxes	2749.61	1909.10
- Accrued Employees Benefits	2190.47	2507.83
- Amount held on behalf of Clients	2066.73	2823.68
- Others	926.34	85.90
	9055.45	8346.21
	58069.36	54319.54
2.4 (C) Short Term Provisions :		
Employees' Post Retirement/ Long Term Benefits	3663.31	4258.15
Contractual Obligations	27906.45	25440.86
Expected losses	7551.16	0.00
Provision for losses of Joint Venture	46.65	0.00
Provision for Corporate Social Responsibility	226.90	0.00
Provision for Taxation	15947.00	21385.32
Less: Advance Income Tax	13290.34	18733.26
Proposed Dividend	6738.73	10108.10
Tax on Dividend	1320.95	1683.88
	50110.81	44143.05

* Represents Gross amount due to Customer for Contract Work in terms of Accounting Standard (AS-7) "Construction Contracts"

** Excluding amount due for payment to Investor Education And Protection Fund

2.5) Fixed Assets

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 31 st March, 2014	ADD. FOR YR.	SOLD/ RECL/ TRNS/ ADJ.	AS ON 31 st March, 2015	DEP UPTO 31 st March, 2014	DEP FOR YEAR	DEP WRTN. BACK	TOT.DEP. 31 st March, 2015	WDV AS ON 31 st March, 2015	WDV AS ON 31 st March, 2014
Tangible Assets:										
Land Freehold	298.08	0.00	0.00	298.08	0.00	0.00	0.00	0.00	298.08	298.08
Land Leasehold	1611.55	0.00	0.00	1611.55	45.87	13.90	0.00	59.77	1551.78	1565.68
Building	10545.46	14678.25	54.34	25169.37	2856.52	783.38	51.89	3588.01	21581.36	7688.94
Plant & Machinery	1087.81	0.00	0.00	1087.81	1044.27	0.00	0.00	1044.27	43.54	43.54
Furniture, Fixtures And Office/ Constn. Equipment	2535.24	1109.24	2.97	3641.51	1851.17	212.10	1.71	2061.56	1579.95	684.07
Computer Hardware	6324.24	1247.86	79.21	7492.89	5144.44	708.03	75.81	5776.66	1716.23	1179.80
Motor Vehicles	9.10	0.00	0.00	9.10	8.77	0.00	0.00	8.77	0.33	0.33
Library Books	489.87	1.83	0.03	491.67	489.87	1.83	0.03	491.67	0.00	0.00
Less: Assets held for disposal				442.87				430.87	12.00	0.00
Total Tangible Assets	22901.35	17037.18	136.55	39359.11	11440.91	1719.24	129.44	12599.84	26759.27	11460.44
Intangible Assets:										
Computer Software	4342.63	207.43	0.00	4550.06	4012.95	326.21	0.00	4339.16	210.90	329.68
Total Intangible Assets	4342.63	207.43	0.00	4550.06	4012.95	326.21	0.00	4339.16	210.90	329.68
TOTAL	27243.98	17244.61	136.55	43909.17	15453.86	2045.45	129.44	16939.00	26970.17	11790.12
Previous Year	19357.10	8250.12	363.24	27243.98	14311.35	1481.21	338.70	15453.86	11790.12	5045.75
Capital work in progress									1911.20	13176.15

Depreciation for the year includes:

- Prior period depreciation of ₹30.04 Lakhs (Previous Year : ₹26.54 Lakhs)
- Additional depreciation of ₹52.67 Lakhs adjusted from General Reserve in terms of Schedule II of the Companies Act, 2013 for assets whose useful remaining life as on 1-4-2014 is Nil.

2.6) Non Current Investments :

The Classification of Non Current Investments (Long Term) into different categories with requisite details is given as under :

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
I. Trade (At Cost)				
Unquoted				
Investment in Association of Persons (AOP):				
Capital Contribution in Petroleum India International	500.00		500.00	
Share in Accumulated Surplus of Petroleum India International	827.88	1327.88	768.45	1268.45
TOTAL (a)		1327.88		1268.45

Other Member Companies are: Bharat Petroleum Corporation Ltd, Hindustan Petroleum Corporation Limited, Indian Oil Corporation Limited, Indian Petrochemical Corporation Limited, Chennai Petroleum Corporation Limited and Oil India Limited.

Oil and Natural Gas Corporation of India Limited was member till June, 2001.

Total Capital of Petroleum India International is ₹5500.00 Lakhs and EIL's share in Capital of AOP is ₹500.00 Lakhs.

Details of share in accumulated surplus for investment in Petroleum India International, an association of person in which the Company is a member, based on last available annual audited accounts for the financial year 2013-14 and amount received during the current year is as under :

(₹ in Lakhs)

Balance as on 1 st April, 2014	Share of Profit accounted during year 2014-15	Amount received during the year 2014-15	Balance as on 31 st March, 2015
768.45	59.43	0.00	827.88

Petroleum India International during financial year 2010-11 has ceased its business activities and is in process of dissolution.

II. Other Than Trade

Unquoted (At cost less diminution in value other than temporary)

Investment in Subsidiary Companies

1) Eil Asia Pacific Sdn Bhd Malaysia

2,50,000 Ordinary shares of RM 1 each fully paid up in wholly owned subsidiary company, out of which 2,25,000 Equity shares were received by way of Bonus shares

3.04 3.04

2) Certification Engineers International Limited

1,00,000 Equity Shares @ ₹100 each fully paid up in wholly owned subsidiary company, out of which 80,000 equity shares were received by way of Bonus shares

20.00 20.00

Investment in Joint Venture Companies

1) TEIL Projects Limited

49,99,997 Equity shares of ₹10 each fully paid up
Less : Provision for diminution in value of investment

500.00 500.00
500.00 0.00 481.12 18.88

2) Jabal Elliot Co. Ltd.

500,000 shares of SR 10 each fully paid up
Less : Historical cost of part repatriated capital of SR 30 Lakhs
Less : Provision for diminution in value of investment

599.00 599.00
359.40 0.00
195.56 44.04 150.06 448.94

3) Ramagundam Fertilizers and Chemicals Limited

2440004 shares of ₹10 each fully paid up

244.00 0.00

TOTAL (b) **311.08**

TOTAL (a+b) **1638.96**

490.86

1759.31

Aggregate Value of Unquoted Investments - Gross Book Value

2334.52 2390.49

Aggregate Provision for diminution in value of investments

695.56 631.18

2.7) Long Term Loans & Advances :

The details of Long terms Loans & Advances classified under different heads is disclosed hereunder :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
a) Capital Advances - Unsecured (Considered Good)	314.00	527.59
b) Security Deposit :		
Unsecured- Considered Good	108.12	164.54
c) Loans & Advances to Related Parties :		
Secured-Considered Good:		
Directors	0.00	2.23
Unsecured-Considered Good:		
Directors	0.00	0.79
Others	6.09	6.57
d) Other Loans and Advances		
(Advances Recoverable in Cash or in Kind or for value to be received):		
Secured-Considered Good:		
Employees	1754.93	1946.00
Unsecured-Considered Good:		
Employees	2039.57	1925.78
Others	16.33	9.53
Advance Income Tax	50254.84	61050.11
Less :Provision for Taxation	49876.29	60486.07
Advance Fringe Benefit Tax	3.50	0.00
	4621.09	5147.07

2.8) Other Non Current Assets :

Details of other Non-Current Assets Classified under different heads is disclosed hereunder :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
Bank Balances :		
Non-Current Bank Deposits	58.14	48.31
Total (A)	58.14	48.31

The above includes Bank Deposits ₹ 58.14 Lakhs (Previous Year : ₹ 48.31 Lakhs) held as Margin Money/Security against Bank Gurantees.

2.9) Current Assets :

The details of Current Assets Classified under different heads is given as below :

		as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
2.9 (A) Current Investments:			
1) Current Maturity of Long Term Investments - (At Cost Less Diminution in Value Other than Temporary)			
Other than Trade Quoted			
Investment In units of Fixed Maturity Plan of Mutual Funds			
No. of Units			
Nil (Previous Year : 150000000)	SBI Debt Fund Series - 366 Days - 25 - Growth Plan of ₹10 Each	0.00	15000.00
Nil (Previous Year : 900000000)	UTI Fixed Term Income Fund Series XIV-VIII (371 Days) Direct Growth Plan of ₹10 Each	0.00	9000.00
Nil (Previous Year : 600000000)	SBI Debt Fund Series-366 Days 34- Growth Plan of ₹10 Each	0.00	6000.00
Nil (Previous Year : 200000000)	IDBI FMP-Series III-366 Days-(July 2013)-G Direct Plan Growth of ₹10 Each	0.00	2000.00
Nil (Previous Year : 290000000)	UTI Fixed Term Income Fund Series XV-X (368 Days) Direct Growth Plan of ₹10 Each	0.00	2900.00
Nil (Previous Year : 390000000)	SBI Debt Fund Series-366 Days 36- Growth Plan of ₹10 Each	0.00	3900.00
Nil (Previous Year : 450000000)	SBI Debt Fund Series-366 Days 38- Growth Plan of ₹10 Each	0.00	4500.00
Nil (Previous Year : 570000000)	UTI Fixed Term Income Fund Series XVII-XX (369 Days) Direct Growth Plan of ₹10 Each	0.00	5700.00
Nil (Previous Year : 302500000)	UTI Fixed Term Income Fund Series XVIII-III (367 Days) Direct Growth Plan of ₹10 Each	0.00	3025.00
Nil (Previous Year : 420000000)	UTI Fixed Term Income Fund Series XVIII-IV (366 Days) Direct Growth Plan of ₹10 Each	0.00	4200.00
Nil (Previous Year : 70000000)	IDBI FMP-Series IV-368 Days-(February 2014)-C Direct Plan Growth of ₹10 Each	0.00	700.00
Nil (Previous Year : 750000000)	SBI Debt Fund Series-A 12 - 366 Days Direct Growth Plan of ₹10 Each	0.00	7500.00
Nil (Previous Year : 302500000)	SBI Debt Fund Series-A 13 - 366 Days Direct Growth Plan of ₹ 10 Each	0.00	3025.00
Nil (Previous Year : 445000000)	SBI Debt Fund Series-A 16 - 366 Days Direct Growth Plan of ₹10 Each	0.00	4450.00
45000000 (Previous Year : Nil)	UTI Fixed Term Income Fund Series XVIII-V (370 Days) Direct Growth Plan of ₹10 Each	4500.00	0.00
79000000 (Previous Year : Nil)	SBI Debt Fund Series-A 17 - 366 Days Direct Growth Plan of ₹10 Each	7900.00	0.00
TOTAL		12400.00	71900.00



	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
Aggregate Value of Quoted Investments - Book Value		12400.00		71900.00
Aggregate Value of Quoted Investments - Market Value		13493.18		75367.36
2.9 (B) Inventories (lower of cost or net realizable value) :				
Stores, Spares and Chemicals in Hand		81.09		100.48
		81.09		100.48
2.9 (C) Trade Receivables (Unsecured)				
Trade Receivable Outstanding for a period exceeding six months from the date they are due for payment:				
Considered Good	13665.12		14650.07	
Considered Doubtful	4796.87		3989.17	
	18461.99		18639.24	
Other Trade Receivable: Considered Good	28941.06		19659.23	
	47403.05		38298.47	
Less: Provision for Doubtful Debts	4796.87	42606.18	3989.17	34309.30
2.9 (D) Cash And Bank Balances :				
Cash & Cash Equivalents:				
Balances with Banks in Current Account #	1232.57		709.29	
Balances with Banks in Deposit Account having original maturity of three months or less	0.00		175.00	
Remittance in Transit	13.15		0.00	
Cash & Stamps on Hand #	9.13	1254.85	38.33	922.62
Other Bank Balances :				
Unpaid Dividend Account	92.95		94.19	
Held on Behalf of Clients	2066.73		2823.68	
Balances with Banks in deposits account having maturity of more than three months but are due for maturity within twelve months of balance sheet date *	233877.76	236037.44	172962.59	175880.46
		237292.29		176803.08

* Includes Bank deposits having more than twelve months original maturity of ₹32625.00 Lakhs (Previous Year : ₹28250.00 Lakhs)

Includes ₹62.19 Lakhs (Previous Year : ₹119.43 Lakhs) in currencies which are not repatriable.

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
2.9 (E) Short Term Loans & Advances :				
a) Loans & Advances to Related Parties :				
Secured-Considered Good:				
Directors		0.59		1.28
Unsecured-Considered Good:				
Directors	0.21		0.24	
Others	0.81	1.02	0.81	1.05
b) Security Deposit				
Unsecured- Considered Good	204.59		103.50	
Unsecured-Considered Doubtful	0.69		0.69	
	205.28		104.19	
Less: Provision for Doubtful Deposits	0.69	204.59	0.69	103.50
c) Other Loans and Advances :				
(Advances Recoverable in Cash or in Kind or for Value to be Received):				
Secured-Considered Good:				
Employees	259.69		259.57	
Unsecured-Considered Good:				
Employees	997.78		828.72	
Prepaid Expenses	392.06		242.93	
Advances to Vendors/Contractors	5223.19		2175.15	
Advance Income Tax	0.00		115.32	
Advance Fringe Benefit Tax	0.00		3.50	
Retention against Contracts	587.74		579.35	
Claims Receivable	0.60		0.60	
Others	863.00		500.24	
Unsecured - Considered Doubtful :				
Employees	1.36		1.36	
Advances to Vendors/Contractors	2.58		2.58	
Claims Receivable	286.30		286.30	
	8614.30		4995.62	
Less: Provision for Doubtful Loans & Advances	290.24	8324.06	290.24	4705.38
TOTAL (a+b+c)		8530.26	4811.21	
2.9 (F) Other Current Assets :				
Work In Progress *		48.87		618.72
Fixed asset held for disposal		12.00		0.00
Interest Accrued on Current Bank Deposits		4968.18		3916.33
Unbilled Revenue **		27261.48		27574.89
		32290.53		32109.94

* As taken, valued and certified by the management

** Represents Gross amount due from Customer for Contract Work in terms of Accounting Standard (AS-7) "Construction Contracts"

2.10) Revenue from Operations :

The details of Revenue from operations for different components of revenue is detailed as below :

	Year ended 31 st March, 2015 ₹ in lakhs		Year ended 31 st March, 2014 ₹ in lakhs	
A) Consultancy & Engineering Services		95411.53		116989.99
		<u>95411.53</u>		<u>116989.99</u>
B) Turnkey Projects		76458.74		71452.03
		<u>76458.74</u>		<u>71452.03</u>
Total (A+B)		<u>171870.27</u>		<u>188442.02</u>
Increase/(Decrease) in Work-in-Progress				
A) Consultancy & Engineering Services				
Closing Work-in-Progress	4.50		618.72	
Less: Opening Work-in-Progress	<u>618.72</u>	(614.22)	<u>6701.57</u>	(6,082.85)
B) Turnkey Projects				
Closing Work-in-Progress	44.37		0.00	
Less: Opening Work-in-Progress	<u>0.00</u>	44.37	<u>0.00</u>	—
		<u>(569.85)</u>		<u>(6,082.85)</u>

2.11) Other Income

The details of other Income into various categories is disclosed hereunder:

	Year ended 31 st March, 2015 ₹ in lakhs		Year ended 31 st March, 2014 ₹ in lakhs	
Interest Earned (Gross) :				
Bank deposits		18565.75		17564.10
Loans to Employees		161.97		163.65
Others		543.50		367.68
		<u>19271.22</u>		<u>18095.43</u>
Income from Long Term Investments:				
Share of Profit from AOP (Trade Investment)		59.43		56.47
Dividend income from Subsidiary Company		400.00		400.00
Dividend Income from Current Investments		276.95		158.91
Capital Gain on redemption of Investments in Mutual Funds		6719.82		3872.76
Funds recd. for expenditure against R&D	189.47		378.35	
Less: Utilisation	<u>(189.47)</u>	—	<u>(378.35)</u>	—
Profit on Sale of Assets		12.49		3.52
Miscellaneous Income		570.89		621.42
		<u>8039.58</u>		<u>5113.08</u>
		<u>27310.80</u>		<u>23208.51</u>

	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
--	----------------------------------------------------------	----------------------------------------------------------

Expenses :

The Details of expenses under various heads as per their nature is as given below :

2.12) Technical Assistance/Sub Contracts 32976.69 43220.69

2.13) Construction Materials & Equipments 25371.43 19244.40

2.14) Employee Benefits Expense :**Salaries and Allowances @**

Staff	45399.65		47016.98	
Directors	<u>271.94</u>	45671.59	<u>199.97</u>	47216.95

Contribution towards Employees` Pension and Provident Fund & Administration Charges thereon:

Staff	3842.41		3687.13	
Directors	<u>13.59</u>	3856.00	<u>13.02</u>	3700.15

Contribution towards Employees` Defined Contributory Superannuation Scheme:

Staff	4830.06		4054.31	
Directors	<u>17.36</u>	4847.42	<u>14.55</u>	4068.86

Staff Welfare

Staff	4160.79		4426.02	
Directors	<u>4.69</u>	4165.48	<u>4.41</u>	4430.43

Contribution to Gratuity Fund*

Less: Contribution received from Others	<u>657.90</u>		<u>365.07</u>	
	<u>3.50</u>	654.40	<u>0.00</u>	365.07

59194.89 **59781.46**

@ Salaries and Allowances Includes :

a) Provision for Bonus of ₹0.08 Lakhs (Previous Year : ₹0.08 Lakhs).

b) ₹1827.23 Lakhs (Previous Year : ₹2783.74 Lakhs) on account of Leave Encashment Funded Scheme with LIC of India.

* Includes Term Insurance Premium paid to LIC of India.

2.15) Depreciation & Amortization Expense

	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
Depreciation & Amortization Expense	1962.74	1454.67
	<u>1962.74</u>	<u>1454.67</u>

2.16) Other Expenses :

	Year ended 31 st March, 2015 ₹ in lakhs			Year ended 31 st March, 2014 ₹ in lakhs		
2.16 (a) Facilities :						
Rent :						
Office			548.16			495.75
Residential Accommodation						
Staff	1053.56			889.28		
Directors	<u>10.41</u>	1063.97		<u>14.70</u>	903.98	
Less: Recovered - Staff	152.61			130.68		
- Directors	<u>1.66</u>	<u>154.27</u>	909.70	<u>2.44</u>	<u>133.12</u>	770.86
Light ,Water & Power			1189.02			979.51
Insurance			557.10			314.80
Misc. Repairs & Maintenance *			2512.14			2406.76
Hire Charges of Office Equipments			20.28			34.44
			<u>5736.40</u>			<u>5002.12</u>
2.16 (b) Corporate Cost :						
Bank Charges			165.80			129.03
Sitting Fees to Independent Directors			11.70			8.46
Interest			23.16			6.53
Advertisement for Tender						
& Recruitment			706.44			861.43
Publicity			222.14			573.84
Subscription			147.74			113.98
Entertainment			244.07			247.91
Foreign Exchange Difference (net)**			224.17			575.64
Remuneration to Auditors:						
For Audit	7.80			7.00		
For Tax Audit	1.65			1.50		
Out of Pocket	1.05			0.96		
Others	<u>5.43</u>	15.93		<u>11.15</u>	20.61	
Filing Fee		1.16			0.91	
Legal & Professional Charges		383.37			487.58	
Licences & Taxes		256.70			372.95	
Loss on Sale of Assets		0.10			1.99	
Fixed Assets Written off		4.31			18.03	
			<u>2406.79</u>			<u>3418.89</u>

* Includes ₹108.10 Lakhs (Previous Year : ₹218.03 Lakhs) for repairs & maintenance of own building and ₹180.46 Lakhs (Previous Year : ₹289.98 Lakhs) for Plant & Machinery.

** Includes ₹135.95 Lakhs (Previous Year : Nil) towards exchange gain on repatriation of Joint Venture's part capital.

	Year ended 31 st March, 2015 ₹ in lakhs		Year ended 31 st March, 2014 ₹ in lakhs	
2.16 (c) Other Costs				
Consumables/Stores/Equipment R&D Centre		270.16		257.88
Travel & Conveyance				
Directors @	70.55		70.44	
Others	<u>8028.11</u>	8098.66	<u>6820.76</u>	6891.20
Printing , Stationery & General Office Supplies		427.70		403.09
Newspapers and Periodicals		69.99		73.94
Postage & Telecommunications		609.06		524.26
Courier ,Transportation & Handling		53.85		44.98
Commission to Foreign Agents		434.24		219.63
Provision for Doubtful Debts& Advances (net)		807.70		(1,089.67)
Bad Debts written off		19.76		8.33
Provision for Contractual obligations (net)		2465.59		(5,168.59)
Provision for expected losses		7551.16		0.00
Provision for Diminution in value of Investment in Joint Ventures		64.38		111.01
Provision for losses of Joint Ventures		46.65		0.00
Training Expenses				
Travel	67.44		34.58	
Others	<u>251.50</u>	318.94	<u>311.83</u>	346.41
CSR Expenses		1681.90		648.49
Expenditure relating to Oil & Gas exploration blocks		719.98		495.31
Miscellaneous Expenses		<u>92.48</u>		<u>80.51</u>
		23732.20		3846.78
Less: Inhouse expenditure relating to				
Capital Works	338.33		481.21	
CSR	<u>5.37</u>	343.70	<u>0.00</u>	481.21
		<u>23388.50</u>		<u>3365.57</u>

@ Includes recovery of ₹1.52 Lakhs on account of use of car (Previous Year : ₹0.92 lakhs)

2.17 Contingent Liabilities and Commitments

i) Contingent Liabilities:

a) Claims against the Company not acknowledged as debt.

Commercial claims including employee's claims pending in the Courts or lying with Arbitrators amounting to ₹4518.75 Lakhs (Previous year: ₹4130.28 Lakhs).

b) Income Tax/Fringe Benefit Tax assessments have been completed upto the assessment year 2012-13. Income Tax liability, if any, in respect of pending assessments for the assessment years 2013-14 and 2014-15 cannot be ascertained although tax as per return/revised return has been paid in full.

Wealth Tax Assessments have been completed upto the Assessment Year 2012-13. Wealth Tax liability, if any, in respect of pending assessments for the Assessment Years 2013-14 and 2014-15 cannot be ascertained although tax on returned wealth has been paid in full.

Company has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) and other processing mistakes amounting to ₹348.86 lakhs for assessment years 2010-11 and 2011-12 (Previous Year : ₹387.52 lakhs for assessment years 2007-08, 2010-11 and 2011-12).

Income Tax Department is in appeal for an amount of ₹312.55 lakhs with Income Tax Appellate Tribunal against the Commissioner of Income Tax (Appeals) Orders in Company's favour for the Assessment Years 2002-03 , 2004-05 and 2010-11 (Previous Year : ₹608.44 lakhs for assessment years 2002-03 and 2004-05).

Company has filed an appeal with Commissioner of Income Tax (Appeal) for an amount of ₹43.48 Lakhs against the order of Assessing Officer u/s 143(3) for the Assessment Year 2012-13.

Company has filed an appeal with Commissioner of Income Tax (Appeals) for an amount of ₹0.32 Lakhs (Previous year: ₹0.32 Lakhs) against the order of Assistant Commissioner of Income Tax (TDS) u/s 201(1) for the Assessment Year 2009-10.

Company has filed an appeal against demand of service tax (inclusive of penalty of ₹31.44 Lakhs) for ₹62.87 lakhs (Previous Year: ₹62.87 lakhs) and interest thereon by Commissioner of Central Excise (Appeals) for the period 01.4.2002 to 17.4.2006 before Customs, Excise and Service Tax Appellate Tribunal (CESTAT).

The Company has filed an appeal against the order of Additional Commissioner (Appeals), Mathura before Sales Tax Tribunal, Agra for an amount of ₹132.53 Lakhs (Previous Year : ₹132.53 lakhs) in respect of assessment year 1999-2000 and ₹116.12 Lakhs (Previous Year : ₹116.12 lakhs) for assessment year 2000-01 on account of sales tax.

The Company has filed an appeal against the order of Additional Commissioner (Appeals), Mathura before Sales Tax Tribunal, Agra for an amount of ₹18.71 Lakhs (Previous Year : ₹18.71 lakhs) on account of entry tax for the year 1999-2000 and against which an amount of ₹5.01 Lakhs (Previous Year : ₹5.01 lakhs) had been deposited.

c) Corporate Guarantee given on behalf of Joint Venture ₹200 Lakhs (Previous year: ₹200 Lakhs)

In respect of above contingent liabilities, it is not probable to estimate the timing of cash flow, if any, pending the resolution of Arbitration/ Appellate/Court/ assessment proceedings.

ii) Commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹2182.47 Lakhs (Previous year ₹5050.63 Lakhs).

Company's estimated share in work programmes committed under production sharing contract in respect of oil & gas exploration blocks as on 31st March, 2015 is ₹5121.53 Lakhs (Previous year: ₹5583.75 Lakhs).

2.18 a) Guarantees issued by the banks and outstanding as on 31st March, 2015 ₹73910.64 Lakhs (Previous year: ₹44825.32 Lakhs), against which a provision of ₹23079.59 Lakhs (Previous year: ₹19941.61 Lakhs) has been made in the books towards liability for performance guarantees/warranties.

b) Letter of credit outstanding as on 31st March, 2015 ₹3599.88 Lakhs (Previous year: ₹419.98 Lakhs).

c) Corporate Guarantees issued by the Company on its behalf for contractual performance and outstanding as on 31st March, 2015 ₹22471.50 Lakhs (Previous year: ₹24300.50 Lakhs)

2.19 The profit & loss account includes Research & Development expenditure of ₹1767.94 Lakhs (Previous year: ₹2092.75 Lakhs).

2.20 i) Land & Buildings includes ₹0.07 Lakhs (Previous year: ₹0.07 Lakhs) being amount invested as share money in Cooperative Housing Societies as detailed below:

Twintowers Premises Cooperative Society Ltd., Mumbai
10 ordinary shares of ₹50/- each fully paid.

Gardenview Premises Cooperative Society Ltd., Mumbai
10 ordinary shares of ₹50/- each fully paid.

Heera Panna Towers Cooperative Housing Society Ltd., Vadodara
10 ordinary shares of ₹50/- each fully paid.

Suflam Cooperative Housing Society Ltd., Ahmedabad
8 ordinary shares of ₹250/- each fully paid.

Darshan Co-operative Society Ltd., Vadodara
80 ordinary shares of ₹50/- each fully paid

- ii) The Company is having a plot measuring 6826.90 square meters with three Buildings, comprising of 84 flats at GOKULDHAM, GOREGAON (EAST), MUMBAI. It was noticed that out of total area of 6826.90 square meter, around 4400 square meter of area only is in the Company's possession. The Company has initiated action by filing an application for eviction under the Public Premises (Eviction Of Unauthorised Occupants) Act 1971 and proceeding thereunder are in progress. The Capitalized cost & Written down value of the above property as on 31st March, 2015 was ₹238.19 Lakhs (Previous Year : ₹238.19 Lakhs) and ₹55.24 Lakhs (Previous Year : ₹60.96 Lakhs) respectively.

2.21 i) The useful life and depreciation rates for fixed assets in terms of the Accounting Policy defined in Note No.1.6 are as under :

Sl. No.	Particulars	Rates (%)	Useful Life (Years)	Sl. No.	Particulars	Rates (%)	Useful Life (Years)
1.	Land Freehold	Nil	Perpetual	4.	Plant & Machinery		
2.	Land Leasehold	Over a lease period except for perpetual lease Nil %age	Over a lease period except for perpetual lease Nil %age		Plant & Machinery	8.0	12
3.	Building				Laboratory Equipment	9.6	10
	Office Building	2.4	40		Storage Tank	6.0	16
	R&D Centre, Gurgaon	4.0	24	5.	Furniture & Fixtures, Office & Construction Equipment		
	Window/Split AC	15.84	6		Furniture & Fixtures	9.6	10
	AC Central Plant	6.5	15		Chairs	16.0	6
	Lifts	6.5	15		Office Equipment	19.2	5
	Electric Power Sub Station	9.6	10		Construction Equipment	12.0	8
	Invertors	19.2	5	6.	Computer Software/Hardware		
	Solar photovoltaic modules	9.6	10		PC/Laptop/Printer	32.43	3
	Solar power conditioning system	9.6	10		Server, LAN & Networking Components	19.45	5
	Tubewell & Pumps	19	5		Projector, Video Conference Equipments	19.20	5
	Fire Alarm System	6.52	15		Software	33.33*	3
	Fire Fighting System	9.5	10	7.	Motor Vehicles	13.75	7
	Chilling Plant	9.6	10				
	Rain Harvesting System	19.20	5				
	Building Management System	6.5	15	8.	Library Books	100	1
	Hydraulic Access Control System	6.5	15				
	Roads	9.6	10				
	External Lighting	9.6	10				

* Software individually costing up to ₹5.00 Lakhs is fully amortized during the year of its acquisition.

Pursuant to applicability of Companies Act, 2013 from accounting period commencing after 1 April, 2014, the Company has adopted the policy for charging depreciation on fixed assets on straight line method, at higher of rates, arrived at with reference to the useful life of the assets evaluated by the Committee consisting of Technical experts and approved by the Management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

In terms of provisions of Schedule II of the Companies Act, 2013, in case any asset whose useful life has been completed as on 1 April 2014, the carrying value, net of residual value thereof has been adjusted from the General Reserve and in other cases additional depreciation due to revised useful lives of the assets has been recognized in the Statement of Profit and Loss. Due to above, the amount adjusted from Reserve (net of deferred tax) was ₹34.77 Lakhs and additional depreciation charge during the current financial year was ₹231.77 Lakhs.

- ii) The Capital work in progress comprises cost of fixed assets that are not yet ready for their intended use at the balance sheet date, the details of which are as under :

(₹ in Lakhs)

Particulars	As on 31 st March, 2015	As on 31 st March, 2014
Capital expenditure incurred / Capital Assets acquired, but not yet ready for use at balance sheet date *	1911.20	13176.15
Total	1911.20	13176.15

* Includes Capital Expenditure of ₹5.11 Lakhs (Previous Year: ₹0.47 Lakhs) relating to ongoing Oil & Gas Exploration Activities.

2.22 There is no impairment of cash generating assets during the year in terms of Accounting Standard (AS-28) "Impairment of Assets".

2.23 The movement in provision for doubtful debts and advances during the year is as follows:

(₹ in Lakhs)

	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Opening Balance	4280.10	5369.77
Add : Amount provided during the year	1795.06	116.58
Less: Amount written back during the year	987.36	1206.25
Net provision during the year	807.70	(1089.67)
Closing Balance	5087.80	4280.10

2.24 Company is primarily operating under two segments namely Consultancy & Engineering Projects and turnkey Projects. The broad heads under which income of the company is accounted for as per provisions of AS-7 (Construction Contracts) are as under:

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Consultancy & Engineering Projects	94797.31	110907.14
Turnkey Projects	76503.11	71452.03
Total	171300.42	182359.17

2.25 Information regarding imports, foreign exchange earnings and expenditures etc. (excluding exchange difference on conversion of foreign currency).

(₹ in Lakhs)

		Year ended 31 st March, 2015	Year ended 31 st March, 2014
a)	Expenditure (disbursement basis) in foreign Currency on account of :		
	(i) Know how and professional fees including sub contracts (others)	298.13	352.77
	(ii) Sub-Contractor/Construction Material turnkey projects	4835.07	8305.38
	(iii) Others (foreign travel, living allowance membership fees, agency commission, foreign office expenses)	4747.63	3394.57
b)	(i) Earnings (accrual basis) in foreign exchange on account of professional fees including ₹177.73 Lakhs (Previous year ₹412.03 Lakhs) earned in local foreign currencies, which are not repatriable to India against which, an expenditure of ₹191.49 Lakhs (Previous year: ₹363.23 Lakhs) incurred in local foreign currencies.	22057.52	13917.41
	(ii) Interest earned in foreign exchange	0.00	0.67

2.26 (a) Amount payable in Foreign Currency (Unhedged) on account of the following:

Amount in Lakhs

Liabilities & Provisions			
As on 31 st March, 2015		As on 31 st March, 2014	
₹	Foreign Currency	₹	Foreign Currency
433.08	AED 24.72	348.38	AED 20.72
9242.31	USD 146.56	8720.80	USD 144.17
9.84	KWD 0.05	2.24	KWD 0.01
490.71	EURO 7.17	701.08	EURO 8.40
402.84	GBP 4.31	444.83	GBP 4.41
113.69	SWK 15.47	15.17	SWK 1.62
157.72	JPY 299.68	1322.25	JPY 2239.97
0.08	OR 0.00	0.08	OR 0.00
2.20	BD 0.01	5.05	BD 0.03
0.00	AD 0.00	21.99	AD 27.14

(b) Amount receivable in Foreign Currency (Unhedged) on account of the following:

Amount in Lakhs

Assets, Loans & Advances			
As on 31 st March, 2015		As on 31 st March, 2014	
₹	Foreign Currency	₹	Foreign Currency
1375.71	AED 82.82	1127.23	AED 71.16
6700.57	USD 107.69	564.69	USD 9.51
126.98	KWD 0.63	20.50	KWD 0.10
739.58	EURO 11.06	709.49	EURO 8.73
3.09	BOLIVAR 0.59	3.21	BOLIVAR 0.32
7.16	GBP 0.08	7.68	GBP 0.08
0.28	LD 0.01	0.28	LD 0.01
82.10	AD 122.54	150.08	AD 185.28
14.02	YUAN 1.40	17.14	YUAN 1.66
0.28	TAKA 0.34	49.82	TAKA 62.28

(c) Foreign Currency Hedged Contracts outstanding as on 31st March, 2015 – Nil

2.27 The Working Capital facilities from Banks are secured by hypothecation of stocks, book debts and other current assets of the Company, both present and future.

2.28 i) In terms of provision of Accounting Standard (AS –7) “Construction Contracts”, the information in respect of Lumpsum services/ Trunk Projects for contract in progress as on 31st March, 2015:

- The aggregate amount of Cost incurred and recognized Profit up to 31st March, 2015 ₹948988.09 Lakhs (Previous Year: ₹ 942196.15 Lakhs).
- The amount of advances received ₹4788.97 Lakhs (Previous Year: ₹1635.01 Lakhs).
- The amount of retention ₹576.92 Lakhs (Previous Year: ₹573.57 Lakhs)

ii) The estimates with respect total cost and total revenue in respect of construction contracts are reviewed and up dated periodically to ascertain the percentage completion for revenue recognition in accordance with Accounting Standard (AS) -7 “Construction Contracts”. However, it is impracticable to quantify the impact of change in estimates.

2.29 (A) In terms of Accounting Standard 27, “Financial Reporting of Interest in Joint Ventures of the Company”, a brief description of company’s joint ventures is:

a) TEIL Projects Limited

A joint venture with Tata Projects Limited was formed in the financial year 2008-09 for pursuing projects on engineering procurement and construction basis (EPC Projects) in selected sectors such as oil & gas, fertilizers, steel, railways, power and infrastructure.

The Joint Venture Company formed in this regard having its Registered Office at New Delhi has an Authorized capital of ₹1500 Lakhs & Issued, Subscribed & Paid-up capital of ₹1000 lakhs.

Of the issued, subscribed and paid-up capital, 4,999,997 shares of ₹10/- each fully paid-up amounting to ₹500.00 lakhs (Previous year: ₹500.00 Lakhs) are held by the Company, being 50% of paid-up capital of joint venture company.

Till 31st March, 2014, the joint venture company had accumulated losses to the tune of ₹962.25 Lakhs and the company had provided a diminution in value of investment to the tune of ₹481.12 Lakhs for its share of loss in its financial statements till 31st March, 2014.

During the current financial year 2014-15, the Joint Venture Company had a net loss of ₹131.05 Lakhs. The company's share of losses for ₹65.53 Lakhs has been provided for in the financial statements for the year ending 31st March, 2015 as given below:

- i) a further diminution in value of its investment to the extent of ₹18.88 Lakhs; and
- ii) as additional provision of ₹46.65 Lakhs for cumulative losses of joint venture exceeding company's investment of ₹500.00 Lakhs

b) Jabal Elliot Co. Ltd.

A joint venture with Jabal Dhahran Company Limited Saudi Arabia and IOT Infrastructure & Engineering Services Limited, Mumbai was formed during the financial year 2011-12 for execution of contracts in Saudi Arabia in the field of oil & gas, non ferrous metallurgy, infrastructure projects etc.

The joint venture company namely "Jabal Elliot Co. Ltd." was registered with Dammam Commercial registry, Kingdom of Saudi Arabia. The Joint Venture Company formed for pursuing its business interests has an initial capital of SR. 15000000, out of which one third i.e. 5000000 SR. (Equivalent Indian ₹599.00 Lakhs) was contributed by the company as its share.

Till 31st December, 2013, the Joint Venture Company had incurred losses to the tune of SR 3757593, of which the Company's share of SR 1252531 (equivalent Indian ₹150.06 Lakhs at historical conversion rate) which was provided for as diminution in value of investment in company's financial statements till 31st March, 2014.

During year ended 31st December, 2014, the Joint Venture Company had a net loss of SR 1139588 of which Company's share is SR 379863 (equivalent ₹45.50 Lakhs at historical conversion rate) which has been provided for as diminution in the value of investment in the financial statements of the company for the year ended 31st March, 2015.

Despite all around efforts, the JV Company could not secure any EPC business (except one small order of engineering) due to extremely challenging environment coupled with the preconditions of deployment of large work force in KSA to secure business.

In the absence of any business and to arrest further losses of capital the JV partners decided to dissolve the company and accordingly the Board of Directors of EIL in their meeting held on 30th January, 2015 passed the resolution to initiate action for dissolution and liquidation of JABAL EILLOT Company Limited. The process of dissolution is underway.

In the meantime, part of capital amounting to SR 3000000 (equivalent ₹495.35 lakhs at current conversion rate) was repatriated. The prorata historical cost of SR 3000000 works out at ₹359.40 lakhs and as such ₹135.95 lakh (₹495.35 lakhs- ₹359.40 lakhs) is recognized as exchange gain on repatriation of part equity share capital of Joint Venture Company.

c) Ramagundam Fertilizers and Chemicals Limited

The Company has, along with National Fertilizers Limited (NFL) and Fertilizer Corporation of India Limited (FCIL) incorporated a joint venture for setting up and operation of a gas based urea and ammonia complex in February, 2015 namely Ramagundam Fertilizers and Chemicals Limited (RFCL) having registered office in Delhi.

The Company has initial Authorized share capital of ₹100 crore consisting 10 crore shares of face value of ₹10/- each.

The Initial paid up Capital by Joint Venture Partners as on 31.3.2015 is as under:

Shareholder	No. of Shares held of face value of ₹10/- each	Paid up Share Capital
EIL	24.40 Lakhs	₹244.00 Lakhs
NFL	24.40 Lakhs	₹244.00 Lakhs
FCIL	0.10 Lakhs	₹1.00 Lakhs
Total	48.90 Lakhs	₹489.00 Lakhs

The Company is in the process of starting its operations.

- (B)** Company's share in Assets and Liabilities and Income and Expenditure related to its interest in TEIL Projects Limited (based on audited financial statements for the year ended 31st March, 2015) and Jabal Elliot Co. Ltd (based on audited financial statements for the year ended 31st December, 2014) are as under:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Assets	693.09	762.74
Liabilities	187.27	147.52
Income	127.50	141.18
Expenditure	252.73	271.31

- 2.30** As per Cabinet Committee on Economic Affairs (CCEA) decision, the nominated PSU (EIL) was required to pay a commitment fee of ₹833.00 lakhs to Fertilizer Corporation of India (FCIL) for revival of Ramagundam Fertilizer plant so that net worth of FCIL is made positive to enable it to deregister from BIFR. In terms of approval, post deregistration, based on sale of assets by FCIL, the amount can be returned/adjusted, if necessary.

The approval of Board of EIL was accorded in the financial year 2013-14 for release of ₹833.00 lakhs towards commitment fee to FCIL subject to refund/adjustment in due course. Till date no amount has been disbursed to FCIL. Pending disbursement, if any, to FCIL, the amount has been disclosed as short term loans & advances recoverable in cash or in kind or for value to be received as an asset and a corresponding liability has been disclosed as other current liabilities in the financial statements of the company for current year.

Subsequent to deregistration of FCIL from BIFR, the company along with National Fertilizers Limited (NFL) and Fertilizers Corporation of India (FCIL) has formed a joint venture during the current year for setting up and operation of gas based urea and ammonia complex by incorporating a company namely Ramagundam Fertilizers and Chemicals Limited.

2.31 Jointly Controlled Assets

Company has entered into Production Sharing Contracts with Government of India along with other partners for Exploration & Production of Oil and Gas. The Company is a non-operator and is having following participating interest in the ventures. The company would share Expense/Income/Assets/Liabilities of the ventures on the basis of its percentage in the production sharing contracts. The detail of company's interest in blocks is as under:

Block No.	Participating Interest
CB-ONN-2010/11	20%
CB-ONN-2010/08	20%

Based on unaudited available information, revenue expenditure of ₹719.98 Lakhs (Previous year: ₹495.31 Lakhs) and capital expenditure of ₹4.77 Lakhs (Previous year: NIL), being the company's share has been accounted for in the financial statements for the year ended 31st March, 2015.

- 2.32 The disclosures in respect of employee benefits covered under Accounting Standard (AS-15) "Employee Benefits" are made as far as practicable.**

Defined Contribution Plan

The amount recognized as an expense in defined contribution plan is as under:

(₹ in Lakhs)

Particulars	Expense recognized in Year ended 31 st March, 2015	Expense recognized in Year ended 31 st March, 2014
Contributory Provident Fund & Employees Pension Scheme, 1995	3856.00	3700.15
Employees Defined Contributory Superannuation Scheme	4847.42	4068.86

In respect of Provident Fund, the company has a separate irrevocable PF Trust, managing the Provident Fund accumulation of employees. The Guidance on implementing AS15, Employee Benefits (revised 2005) issued by Accounting Standards Board (ASB) of ICAI states that benefits involving employer established provident funds, which require interest shortfalls to be re-compensated by the employer are to be considered as defined benefit plans. In this regard, Actuarial valuation as on 31st March, 2015 was carried out by the Actuary to find out value of Projected Benefit Obligation arising due to interest rate guarantee by the Company towards Provident Fund. In terms of said valuation the Company has no liability towards interest rate guarantee as on 31st March, 2015.

Defined Benefit Plan

Company is having the following Defined Benefit Plans:

- Gratuity (Funded)
- Leave Encashment (Funded)
- Post Retirement Medical Benefits (Funded)
- Long Service Awards (Unfunded)
- Other benefits on Retirement (Unfunded)

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
a) Actuarial Assumptions (₹ in Lakhs)										
Discount rate	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%
Expected rate of return on assets	9.40%	9.20%	9.40%	9.20%	9.40%	9.20%	-	-	-	-
Expected rate of future salary increase	10.00%	10.00%	10.00%	10.00%	-	-	-	-	-	-
Increase in compensation levels	-	-	-	-	7.50%	7.50%	-	-	-	-
Increase in price of award (Gold) (Silver)	-	-	-	-	-	-	12.00% 12.00%	13.00% 16.00%	-	-
Increase in other benefits on Retirement	-	-	-	-	-	-	-	-	5.00%	5.00%
b) Reconciliation of opening and closing balances of Defined Benefit obligation										
Present value of obligations as at beginning of year	10979.13	10757.69	24938.26	22806.76	10474.67	9265.33	2011.88	2091.87	136.93	153.15
Interest cost	933.22	860.62	2119.75	1824.54	890.35	787.55	171.01	167.35	11.64	12.25
Current Service Cost	907.21	886.28	3853.07	2114.40	223.79	195.21	161.22	204.19	7.09	6.87
Curtailment Cost / (Credit)	-	-	(548.99)	-	-	-	-	-	-	-
Past Service Cost	-	-	-	-	-	-	-	-	-	-
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	(115.33)	(127.98)	(17.72)	(15.47)
Actuarial (gain)/ loss on Obligations	(222.26)	(452.37)	(1602.34)	779.83	1109.79	1070.98	(507.25)	(323.56)	0.71	(19.87)
Present value of obligations as at end of year	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
c) Reconciliation of opening and closing balances of fair value of plan assets										
Fair value of plan assets as on beginning of year	10909.66	10885.28	22153.41	20947.11	9210.41	8161.76	-	-	-	-
Additional Interest in plan asset credited at beginning of period	-	-	-	-	-	-	-	-	-	-
Expected return on plan assets	1003.68	1039.54	2038.11	2000.45	847.36	779.45	-	-	-	-
Contributions	292.72	137.85	2784.63	1858.54	1264.15	1103.57	-	-	-	-
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	-	-	-	-
Actuarial Gain/ (Loss) on Plan assets	(19.70)	(79.92)	(43.85)	(65.42)	65.12	10.03	-	-	-	-

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(₹ in Lakhs)										
Fair value of plan assets at the end of year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	-	-	-	-
d) Fair value of plan assets as on 31st March, 2015										
Fair value of plan assets at beginning of year	10909.66	10885.28	22153.41	20947.11	9210.41	8161.76	-	-	-	-
Additional Interest in plan asset credited at beginning of period	-	-	-	-	-	-	-	-	-	-
Actual return on plan assets	983.98	959.62	1994.26	1935.03	912.48	789.48	-	-	-	-
Contributions	292.72	137.85	2784.63	1858.54	1264.15	1103.57	-	-	-	-
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	-	-	-	-
Fair value of plan assets at the end of year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	-	-	-	-
Funded status	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
Excess of Actual over estimated return on plan	(19.70)	(79.92)	(43.85)	(65.42)	65.12	10.03	-	-	-	-
e) Actuarial Gain/Loss recognized for the year ended 31st March, 2015										
Actuarial gain/ (Loss) for the year – Obligation	222.26	452.37	1602.34	(779.83)	(1109.79)	(1070.98)	507.25	323.56	(0.71)	19.87
Actuarial (gain)/ Loss for the year – plan assets	19.70	79.92	43.85	65.42	(65.12)	(10.03)	-	-	-	-
Total (gain)/Loss for the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
Actuarial (gain)/ Loss recognized in the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
f) The amounts recognized in the balance sheet										
Present value of obligations as at the end of year	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
Fair value of plan assets as at the end of the year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	-	-	-	-
Funded status	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
Net (Asset)/liability recognized in balance sheet	410.94	69.47	1827.45	2784.85	1311.56	1264.26	1721.53	2011.88	138.65	136.93

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(₹ in Lakhs)										
g) Expenses Recognized in statement of Profit & Loss										
Current Service Cost	907.21	886.28	3853.07	2114.40	223.79	195.21	161.22	204.19	7.09	6.87
Past Service Cost	-	-	-	-	-	-	-	-	-	-
Interest cost	933.22	860.62	2119.75	1824.54	890.35	787.55	171.01	167.35	11.64	12.25
Expected return on plan assets	(1003.68)	(1039.54)	(2038.11)	(2000.45)	(847.36)	(779.45)	-	-	-	-
Curtailment Cost / (Credit)	-	-	(548.99)	-	-	-	-	-	-	-
Net Actuarial (gain)/Loss recognized in the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
Expenses recognized in statement of Profit & Loss	634.19	334.91	1827.23	2783.74	1311.45	1264.27	(175.02)	47.99	19.44	(0.75)
h) Amount for the current period										
Present Value of Obligation	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
Plan Assets	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	-	-	-	-
Surplus (Deficit)	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
i) Major Categories of Plan Assets (as percentage of total plan assets)										
Fund managed by Insurer	100%	100%	100%	100%	100%	100%	-	-	-	-

- j) The effect of an increase of one percentage point and the effect of a decrease of one percentage point in the assumed medical cost trend rates on the following in respect of Post Retirement Medical Benefits Scheme:

(₹ In Lakhs)

	At 7.5% rate of escalation	At 6.5% rate of escalation	At 8.5% rate of escalation
Current Service Cost (for the period 01.04.2014 to 31.03.2015)	223.79	180.97	282.20
Interest Cost (for the period 01.04.2014 to 31.03.2015)	890.35	806.77	985.91
Value of Projected Benefit Obligation on 31.03.2015	11762.50	10676.40	13090.94

- k) The amount pertaining to defined benefit plans for current annual period and previous four annual periods are as follows:

(₹ In Lakhs)

Particulars	As on 31 st March, 2015	As on 31 st March, 2014	As on 31 st March, 2013	As on 31 st March, 2012	As on 31 st March, 2011
1) Gratuity (funded)					
Present value of obligation	11298.75	10979.13	10757.69	10779.64	10680.63
Plan assets	10887.81	10909.66	10885.28	10996.34	10597.84
Surplus/(deficit)	(410.94)	(69.47)	127.59	216.70	(82.79)
Experience adjustments plan liabilities	624.40	-	-	-	-
Experience adjustments plan assets	(19.70)	(79.92)	-	-	-

Particulars	As on 31 st March, 2015	As on 31 st March, 2014	As on 31 st March, 2013	As on 31 st March, 2012	As on 31 st March, 2011
2) Leave encashment (funded)					
Present value of obligation	15793.61	24938.26	22806.76	21397.84	19328.00
Plan assets	13966.16	22153.41	20947.11	19394.11	16439.24
Surplus/(deficit)	(1827.45)	(2784.85)	(1859.65)	(2003.73)	(2888.76)
Experience adjustments plan liabilities	530.93	-	-	-	-
Experience adjustments plan assets	(43.85)	(65.42)	-	-	-
3) Post retired medical benefits (funded)					
Present value of obligation	11762.50	10474.67	9265.33	8156.45	7528.50
Plan assets	10450.94	9210.41	8161.76	7581.94	6421.20
Surplus/(deficit)	(1311.56)	(1264.26)	(1103.57)	(574.51)	(1107.30)
Experience adjustments plan liabilities	(446.50)	(540.88)	(983.88)	(483.24)	116.40
Experience adjustments plan assets	65.12	10.03	17.52	-	-
4) Long service awards (unfunded)					
Present value of obligation	1721.53	2011.88	2091.87	1992.76	1606.26
Experience adjustments plan liabilities	375.41	206.07	146.51	(164.29)	134.69
5) Other benefits on retirement (unfunded)					
Present value of obligation	138.65	136.93	153.15	171.65	160.29
Experience adjustments plan liabilities	3.76	16.02	19.86	(5.41)	(3.98)

i) The best estimate of contribution during the next financial year is as follows:

Gratuity (Funded)	Leave Encashment (Funded)	Post Retirement Medical Benefits (Funded)	Long Service Award (Unfunded)	Other Benefits on Retirement (Unfunded)
₹545.15 Lakhs (Previous Year : ₹223.47 Lakhs)	₹4002.19 Lakhs (Previous Year : ₹3219.19 Lakhs)	₹1394.62 Lakhs (Previous Year : ₹1278.04 Lakhs)	₹95.76 Lakhs (Previous Year : ₹188.14 Lakhs)	₹15.27 Lakhs (Previous Year : ₹15.18 Lakhs)

2.33 DEFERRED TAX ASSET (NET):

As per Accounting Standard (AS-22) "Accounting for taxes on Income", the major components of deferred tax assets and liabilities arising on account of timing differences are:

(₹ in Lakhs)

Sl. No.	Particulars of Deferred Tax Assets/ (Liability)	Upto 31 st March, 2014	For the year ended 31 st March, 2015	As on 31 st March, 2015
A.	Deferred Tax Asset			
1.	Provision For leave Encashment	8476.52	(3010.66)	5465.86
2.	Provision for Contractual Obligations	8597.45	1009.61	9607.06
3.	Provision for Estimated Losses	--	2613.31	2613.31
4.	Provision for Doubtful Debts	1454.80	305.98	1760.78
5.	Provision for Post Retirement Medical	3560.34	510.43	4070.77
6.	Provision for Other Benefits on retirement	46.55	1.44	47.99
7.	Provision for Long Service Awards	683.84	(88.05)	595.79
8.	Voluntary Retirement Scheme	2.77	(2.77)	-
9.	Carry forward of unabsorbed long term Capital Loss on Investment in Fixed Maturity Plans of Mutual Funds	474.43	(474.43)	-
10.	Provision for Loss in Joint Ventures	143.02	28.22	171.24
	Total Deferred Tax Asset	23439.72	893.08	24332.80
B.	Deferred Tax Liability:			
1.	Depreciation	353.05	784.99*	1138.04
	Total Deferred Tax Liability	353.05	784.99	1138.04
C.	Net Deferred Tax Asset / (Liability)	23086.67	108.09	23194.76

* Includes an amount of ₹17.90 Lakhs adjusted from General Reserve for fixed assets having NIL remaining life as on 1-04-2014 in line with provisions of Schedule II of Companies Act, 2013.

2.34 Prior period items net debit of ₹818.15 Lakhs (Previous year: net debit ₹277.07 Lakhs) shown under prior period adjustments are as detailed below:-

Prior Period Income

(₹ In Lakhs)

	Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
I	Consultancy & Engineering Projects	(697.06)	(98.99)
II	Turnkey Projects	-	(146.43)
II	Miscellaneous Income	-	0.14
	(A)	(697.06)	(245.28)

Prior Period Expenditure

(₹ In Lakhs)

	Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
I	Facilities	91.05	5.25
II	Depreciation	30.04	26.54
	(B)	121.09	31.79
	TOTAL(A-B)	(818.15)	(277.07)

2.35 In line with Accounting Standard (AS-17) "Segment Reporting", the Company has (segmented) identified its business activity into two business segment i.e. Consultancy & Engineering Projects and Turnkey Projects, taking into account the organizational structure and internal reporting system as well as different risk and rewards of these segments. Segment results are given below:-

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)

	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Segment Revenue		
Consultancy & Engineering projects	94797.31	110907.14
Turnkey Projects	76503.11	71452.03
Total	171300.42	182359.17
Segment Profit		
Consultancy & Engineering Projects	22790.63	49196.64
Turnkey Projects	5602.19	4032.98
Total (a)	28392.82	53229.62
Prior period adjustment	818.15	277.07
Interest	23.16	6.53
Other un-allocable expenditure	8106.68	6351.72
Total (b)	8947.99	6635.32
Other Income (c)	27310.80	23208.51
Profit Before Tax (a-b+c)	46755.63	69802.81
Capital Employed (*)	256790.09	246176.04

(*) Fixed Assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and support services are used interchangeably between segments. Accordingly, no disclosure relating to total segment assets and liabilities has been made.

2.36 DISCLOSURE PURSUANT TO AS-18 “RELATED PARTY DISCLOSURES”:-**(A) RELATED PARTIES:**

S. NO.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1.	CERTIFICATION ENGINEERS INTERNATIONAL LIMITED	WHOLLY OWNED SUBSIDIARY
2.	EIL ASIA PACIFIC SDN BHD	WHOLLY OWNED SUBSIDIARY
3.	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
4.	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
5.	JABAL EILLOT CO. LTD.	JOINT VENTURE COMPANY
6.	RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED	JOINT VENTURE COMPANY
7.	OIL AND GAS EXPLORATION AND PRODUCTION BLOCK NO. CB-ONN-2010/8	UNINCORPORATED JOINT VENTURE – NON OPERATOR WITH PARTICIPATING INTEREST 20%
8.	OIL AND GAS EXPLORATION AND PRODUCTION BLOCK NO. CB-ONN-2010/11	UNINCORPORATED JOINT VENTURE – NON OPERATOR WITH PARTICIPATING INTEREST 20%
9.	DIRECTORS/ KEY MANAGEMENT PERSONNEL	
	Mr. A. K. PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Dr. ARCHANA S. MATHUR	DIRECTOR (GOVT. NOMINEE)
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)- upto 31st August, 2014
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL)
	Ms. VEENA SWARUP	DIRECTOR (HR)
	Mr. AJAY N. DESHPANDE	DIRECTOR (TECHNICAL)
	Mr. ASHWANI SONI	DIRECTOR (PROJECTS) – w.e.f. 1st September, 2014
	Mr. ADIT JAIN	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27th August, 2014
	Mr. BIJOY CHATTERJEE	NON-OFFICIAL INDEPENDENT DIRECTOR
	Dr. J.P.GUPTA	NON-OFFICIAL INDEPENDENT DIRECTOR
	Dr. R.K.SHEVGAONKAR	NON-OFFICIAL INDEPENDENT DIRECTOR
	Mr. D. R. MEENA	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27th August, 2014
	Dr. V. VIZIA SARADHI	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27th August, 2014
	Mr. RAJAN KAPUR	COMPANY SECRETARY

(B) RELATED PARTY TRANSACTIONS:

(₹ in Lakhs)

PARTICULARS	WHOLLY OWNED SUBSIDIARIES	JOINT VENTURE COMPANIES	ASSOCIATION OF PERSON	KEY MANAGEMENT PERSONNEL	UNINCORPORATED JOINT VENTURES	TOTAL
Deputation of employees & Reimbursement of expenses (at cost)		40.11 (Previous year:37.29)				40.11 (Previous year:37.29)
Dividend / Share of profit	400.00 (Previous year:400.00)		59.43 (Previous year: 56.47)			459.43 (Previous year:456.47)
Rendering of services & other transactions	273.06 (Previous year:330.26)	3.75 (Previous year:8.73)				276.81 (Previous year:338.99)
Outstanding receivables/ Advances paid	22.65 (Previous year:35.18)	121.76 (Previous year:80.77)			Nil (Previous Year :32.51)	144.41 (Previous year:148.46)
Services & facilities Received	405.79 (Previous year:231.10)	81.50 (Previous year:133.03)		0.20 (Previous year: Nil)		487.49 (Previous year:364.13)

PARTICULARS	WHOLLY OWNED SUBSIDIARIES	JOINT VENTURE COMPANIES	ASSOCIATION OF PERSON	KEY MANAGEMENT PERSONNEL	UNINCORPORATED JOINT VENTURES	TOTAL
Outstanding Payable	137.23 (Previous year:38.83)	8.34 (Previous year:3.90)			7.84 (Previous Year: 48.82)	153.41 (Previous Year: 91.55)
Remuneration/ Sitting fees*				363.69 (Previous year:267.31)		363.69 (Previous year:267.31)
Rent paid for residential accommodation				8.75 (Previous year:12.26)		8.75 (Previous year:12.26)
Interest Income on loans given				0.34 (Previous year:0.25)		0.34 (Previous year:0.25)
Outstanding Loans, Interest & other receivables				7.70 (Previous year:11.92)		7.70 (Previous year:11.92)
Equity Contribution		244.00 (Previous Year: Nil)				244.00 (Previous Year: Nil)
Repatriation of part capital		495.35 (Previous Year: Nil)				495.35 (Previous Year: Nil)
Provision for diminution in investment / losses in Ventures		111.03 (Previous Year:111.01)				111.03 (Previous Year:111.01)
Survey & other expenses and Capital Expenditure					724.75 (Previous Year: 495.31)	724.75 (Previous Year: 495.31)

*The remuneration does not include provision for post retirement/other long term benefits under Accounting Standard-15 (Revised), since the same is not available for individual employees.

2.37 EARNING PER SHARE (E. P. S.)

In terms of Accounting Standard-20 "Earning per Share", the requisite disclosures are as under:

	Calculation of E.P.S.	Year ended 31 st March, 2015	Year ended 31 st March, 2014
A	Net Profit for the year attributable to Equity Shareholders (₹ in Lakhs)	30797.64	47976.35
B	Weighted average number of Equity shares	336936600	336936600
C	Basic & Diluted Earning per share (A)/(B)	₹9.14	₹14.24
D	Nominal value per share	₹5	₹5

2.38 The Board of Directors at their meeting held on 27th May, 2015 has proposed a final dividend of ₹2/- per share for financial year 2014-15 (Previous year: ₹3/- per share) subject to approval of shareholders in annual general meeting. The above is in addition to an interim dividend of ₹3.00/- per share for financial year 2014-15 (Previous year: ₹3.50 per share) declared and already paid.

2.39 LEASES

- The Company has taken certain office/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements. During the year an amount of ₹1021.80 Lakhs (Previous year ₹1003.05 Lakhs) has been charged towards these cancellable operating leases.
- The Company has taken certain assets like car, commercial/residential premises etc. on non-cancellable operating leases. During the year an amount of ₹643.73 Lakhs has been paid (Previous year ₹362.97 Lakhs) towards these non-cancellable operating leases. The future minimum lease payments in respect of these leases are as follows:
 - Payable not later than 1 year ₹547.96 Lakhs (Previous year: ₹393.94 Lakhs)
 - Payable later than 1 year and not later than 5 years ₹214.74 Lakhs (Previous year: ₹343.92 Lakhs)

iii) Payable later than 5 years Nil (Previous year: Nil).

c) The Company has given certain office/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements. During the year an amount of ₹243.17 Lakhs (Previous year: ₹231.59 Lakhs) has been accounted for as rental income in respect of these cancellable operating leases.

2.40 (i) In one of the turnkey project executed by the company in previous years, the client had levied the price discount and accordingly reduced contract price was recognized as revenue in terms of accounting principles. During the year, the settlement in respect of the same has been completed with client and accordingly segment revenue and profits for turnkey projects includes an amount of ₹7621.56 lakhs towards refund of price discount levied by the client.

(ii) In one of ongoing turnkey project the Company had in previous years reduced the contract price on account of liquidated damages for delays in the completion of the contract as per provision of AS 7 "Construction Contracts". During the year, the project was mechanically completed and in terms of contractual provisions, Management has estimated that no liquidated damages shall be incurred and as such adjustment in the contract price has been made, resulting into increase in revenue and profit from turnkey segment by ₹4914.47 Lakhs and ₹4865.32 Lakhs respectively.

2.41 The balances of Trade receivables, Loans & Advances, Customer's advances, retention money, Security deposits receivable/payable and Trade payables are subject to confirmation and reconciliation.

2.42 For Lump sum Services and Turnkey Contracts, balance efforts, cost and time to complete the contract including probability of levy for liquidated damages and price reduction schedules for delay as on reporting date are assessed by the management and relied upon by the auditors.

2.43 In terms of Accounting Standard (AS 29) "Provisions, Contingent Liabilities and Contingent Assets", the requisite disclosures are as under:

i) The movement in provisions are disclosed as under:

(₹ in Lakhs)

S.No.		Class of Provision			
		Contractual Obligations		Expected losses	
		Year ended 31 st March, 2015	Year ended 31 st March, 2014	Year ended 31 st March, 2015	Year ended 31 st March, 2014
1	Opening Balance	25440.86	30609.45	-	-
2	Additional Provision during the year	3782.89	5223.14	7551.16	-
3	Provision used during the year	-	-	-	-
4	Provision reversed during the year	1317.30	10391.73	-	-
5	Closing Balance (1+2-3-4)	27906.45	25440.86	7551.16	-

ii) Nature of provision:

a) Contractual Obligations :

Contractual obligations represent provision for estimated liabilities on account of guarantees and warranties etc. in respect of consultancy & engineering services and turnkey contracts executed by the Company. The said obligation covers performance as well as defect liability period defined in the respective contracts.

For turnkey contracts, the estimated liability on account of contractual obligations is provided at 1% of revenue recognized based on risk assessment made by the management. For consultancy & engineering services contracts the estimated liability on account of contractual obligations is provided as per assessment of probable liability made by the management based on liability clauses in respective contracts.

b) Expected Losses :

For each contracts, at reporting date, total contract cost and total contract revenue are estimated. In respect of contracts, where it is probable that total estimated contract cost will exceed the estimated total contract revenue, the expected loss is recognised as an expense in the statement of Profit and Loss as per principles of Accounting Standard AS -7, "Construction Contracts".

iii) The disclosures in respect of contingent liabilities are given as per Note No. 2.17.

2.44 CSR Activity Reserve amounting to ₹2800.15 Lakhs (Previous year : ₹2820.56 Lakhs) under head Reserves & Surplus (Note 2.2) represents unspent amount, out of amounts set aside of profit earned in the past years for meeting social obligations as per Department of Public Enterprise guidelines for Corporate Social Responsibility and provisions of Companies Act, 2013 and rules made thereunder.

The requisite disclosure relating to CSR expenditure in terms on guidance note on Corporate Social Responsibility (CSR) issued by Institute of Chartered Accountants of India:

(a) Gross amount required to be spent by the company during financial year ended 2014-15 - ₹1661.49.



(b) Amount spent during the financial year ended 2014-15 on :

(₹ in Lakhs)

S.No.	Particulars	In Cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any assets	1207.05	226.90	1433.95
(ii)	On purpose other than (i)	247.95	0.00	247.95
	Total	1455.00	226.90	1681.90

2.45 Details of loans given, investment made and guarantee given covered U/S 186 (4) of the Companies Act, 2013

- a) Loans given- Nil
b) Investment made are given under respective heads
c) Corporate Guarantees given by the Company to banks for working capital loans in respect Joint Venture

(₹ in Lakhs)

S.No.	Name of the Company	As at 31st March, 2015	As at 31st March, 2014
1	TEIL Projects Limited (Joint Venture)	200.00	200.00

2.46 In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of the information about registration of the Enterprises under the above Act, the required information could not be furnished.

2.47 Remuneration to Chairman & Managing Director and full time Directors are as per their appointment letters from the Ministry of Petroleum & Natural Gas, Government of India, New Delhi. They are also allowed to use the staff car for private journeys upto a ceiling of 1000 kms per month.

2.48 Previous year's figures have been re-casted and/or regrouped wherever necessary to ensure their presentation in line with the current year's figures.

(RAJAN KAPUR)Company Secretary
PAN : AAIPK0926B**(SUDERSHAN GUPTA)**Executive Director {F & A}
PAN : AAGPG5991E**(RAM SINGH)**Director {Finance}
DIN : 02942267**(A.K.PURWAHA)**Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)

PARTNER

Membership No. 088396

Firm Registration No. 501433C

Place: New Delhi

Date: May 27, 2015

Comments of the Comptroller and Auditor General of India under section 143(6) (b) of the Companies Act, 2013 on the Financial Statements of Engineers India Limited for the year ended 31st March 2015

The preparation of financial statements of Engineers India Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility, of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 27 May 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6) (a) of the Act of the financial statements of Engineers India Limited for the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a, selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

For and on the behalf of the
Comptroller & Auditor General of India

(Suparna Deb)

Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-II
New Delhi

Place: New Delhi
Date: June 30, 2015



Directors' Report

Dear Members,

Your Directors have great pleasure in presenting the 20th Annual Report for the financial year ended 31st March, 2015 along with Audited Statement of Accounts, the Auditors' Report and Review of the Accounts by the Comptroller and Auditor General of India.

PERFORMANCE DURING THE YEAR 2014-15

The overall financial performance for the year 2014-15 is highlighted below:

(₹ in lakhs)

RESULTS OF OPERATIONS	For the year ended 31.03.2015	For the year ended 31.03.2014
Income from services rendered (Including adjustment of work-in- progress)	3440.43	2763.00
Expenditure	2590.62	2236.02
Operating profit	849.81	526.98
Other Income	488.90	444.88
Profit before Tax & Prior period adj.	1338.71	971.86
Prior period adjustment	-	13.81
Profit before Tax	1338.71	958.05
Provision for Taxation		
Current Tax	463.71	332.70
Deferred Tax	(-)0.90	(-)8.61
Adj. of previous year's Tax Provision	-	(-)2.10
Profit after Tax	875.90	636.06
Interim/Proposed Dividend	450.00	400.00
Tax on dividend	90.88	67.98
Transfer to/ from CSR Activity Reserve (Net)	(-)10.68	54.18
Transfer to General Reserve	345.70	113.90
Earning per share (Basic /Diluted, in ₹)	875.90	636.06
SOURCES AND USES OF FUNDS		
Authorized Capital	200.00	200.00
Issued, Subscribed & Paid-up Capital	100.00	100.00
Reserves and Surplus	5859.84	5527.02
Non-Current Liabilities	294.16	245.64
Current Liabilities	906.35	584.84
	7160.35	6457.50
REPRESENTED BY		
Fixed Assets	245.27	286.57
Deferred Tax	117.07	115.04
Long Term Loans & Advances	362.02	326.69
Other Non-Current Assets	41.69	130.89
Current Assets	6394.30	5598.31
	7160.35	6457.50

DIVIDEND

The Board of Directors of the company has recommended for the financial year 2014-15, a final dividend of ₹250/- per share (of face value of ₹100/- per share) in addition to ₹200/-per share interim dividend already paid during the year. With this, the total dividend for the financial year 2014-15 works out to ₹450/- per share. Payment of final dividend is, however, subject to approval of shareholders in the ensuing Annual General Meeting of the Company. The dividend, if approved and declared in the forthcoming Annual General Meeting, would result into total dividend outflow of ₹450.00 lakhs and dividend distribution tax of ₹90.88 lakhs aggregating to total outflow of ₹540.88 lakhs.

MANAGEMENT DISCUSSION & ANALYSIS

A separate report on Management Discussion & Analysis is annexed to this report.

OPERATIONS

During the year, work on the following major assignments progressed well:

- 1) Oil & Natural Gas Corporation Limited (ONGC) – Sagar Samrat Conversion Project (SSCP), HRD – II (PLP), Additional Pipeline project, SagarPragati Conversion Project (SPCON),
- 2) Konkan Railway Corporation Limited (KRCL) – Udhamapura-Shrinagar-Baramulla Rail Link (USBRL) Project.
- 3) Infrastructure works for Vadodara Municipal Corporation (VMC) and Surat Municipal Corporation (SMC).
- 4) Rajkot Urban Development Authority (RUDA) – Infrastructure Project of RUDA
- 5) Reliance Industries Ltd – Marketing Terminal at Bhopal, Rewari & Chennai.
- 6) BPCL – TPI Services for BPCL-MR, BPCL-KR and NRL.
- 7) Heurtey Petrochem – BPCL DCU Heater Project, Kochi
- 8) Mazgaon Dock Ltd – MDL Project 75.
- 9) Tamil Nadu Energy Development Authority – SPV Home Lighting system.
- 10) Punj Lloyds – TPI of Sulphur Block of Resid upgradation project, CPCL.
- 11) IOCL – TPI for Construction / Modernisation of Retail Outlets in Tamilnadu, Automation Works to be carried out at Retail Outlets in Bihar & Jharkhand.
- 12) Aavantika Gas Ltd – TPI of Steel pipeline and CNG station construction projects.
- 13) Fabtech Project & Engineers Ltd – Mounded Bullet Project for BPCL, Kochi.
- 14) Gujarat State Petronet Limited (GSPL) – Various Pipeline Projects viz;(Silvasa Pipeline Project, Steel cast Connectivity Project, PPI Ford connectivity & TOP Madhvass, Sanand GIDC Multiple Customer Connectivity Project)
- 15) Howden Process Compressors – IREP Project.
- 16) Fernas Construction – LSTK Contracts for OPaL, Dahej& SJPL, Paradeep
- 17) Tecnimont – TPI for HDPE / LLDPE & PPU for OPaL – Dahej
- 18) CIDCO - Quality Audit of Infrastructure works.

During the year, CEIL also completed Emergency Response and Disaster Management Plan (ERDMP) Certification, Pipeline Integrity Management system Certification, External Safety Audit and Safety Awareness Survey for the following Customers Facilities:-

- a. ERDMP Audits for:
 - GAIL Gas Limited CGD Networks at Agra and Firozabad
 - LNG terminal of Hazira LNG Private Limited
 - IOCL LPG Bottling Plants at Chakan, Etawah, Sanand
 - KMPL, LJPL, BNPL Pipeline of GAIL (India)
- b. Pipeline Integrity Management System Certification for:
 - CGD Networks at Agra and Firozabad for GAIL Gas Limited
 - CGD Networks at New Delhi for IGL
- c. Safety Awareness Survey of GAIL KG Basin Pipeline Network.
- d. External Safety Audit of GAIL (India) Ltd. Pipeline networks.

The following major assignments were secured during the year:

- Oil & Natural Gas Corporation Limited (ONGC) – Mumbai High North Redevelopment Project [MHNDR – III (PLP)], 42” SBHT Pipeline Project,
- Konkan Railways Corporation Limited (KRCL) – Udhamapura-Shrinagar-Baramulla Rail Link (USBRL) Project.
- Infrastructure works for Vadodara Municipal Corporation (VMC) and Surat Municipal Corporation (SMC).
- Reliance Industries Ltd – Marketing Terminal at Bhopal, Rewari & Chennai.
- IOCL, Patna – TPI Services for Automation works at Retail Outlets in Bihar & Jharkhand.
- Aavantika Gas Ltd – TPI of Steel pipeline and CNG station construction projects.
- Larsen & Toubro Ltd – TPI of ONGC MHNDR III Project.
- Gujarat State Petronet Limited (GSPL) – Various Pipeline Projects (Steel cast Connectivity Project, Sanand GIDC Multiple Customer Connectivity Project)
- CIDCO - Quality Audit of Infrastructure works.
- ERDMP, IMS, External Safety Audits, Safety Awareness Survey assignments from IGL, GAIL Gas Ltd., Hazira LNG Private Limited, GAIL (India) Limited and IOCL.

RISK MANAGEMENT

In the Company, various business related risks are identified, reviewed and action plans effected under the supervision of the Risk Functional Committee which in turn is monitored by the Risk Management Committee at apex level. Specific mechanisms are in place to assess the existing and potential enterprise risks.

INTERNAL AUDIT

Internal Audit of the Company is done by Internal Audit Department of Engineers India Ltd., the parent Company. Internal Audit for the financial year 2014-15 was carried out and the Internal Audit Reports were submitted to the Management and Audit Committee of the Board.

VIGILANCE

Vigilance activities of the company are carried out by the Vigilance Department of Engineers India Ltd., the parent Company, with



focused objective of ensuring conformity to the Company procedures and Government Guidelines. System improvements are suggested to Management and actions are undertaken for improvement.

The Company observed the Vigilance Awareness Week w.e.f. 27.10.2014 to 1.11.2014 as per the directives for spreading Vigilance awareness and encouraging “participative vigilance” amongst the employees of the Company. Various competitions were organized during the vigilance week for the employees.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, Joint Venture or Associate Company. Further, the names of Companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year are NIL.

MANPOWER

As on 31st March 2015, your Company had total manpower of 77. Regular employees were 73 and number of employees on deputation from Engineers India Ltd., the parent Company stood at 4.

Employees were nominated for various training programs in the field like NDT, Offshore, Risk Management, functional & behavioral trainings from time to time.

For meeting job requirements at optimum cost, your Company is also outsourcing manpower from agencies and is empanelling engineers and consultants.

OFFICIAL LANGUAGE

Like previous years, awareness and increased usage of official language was enthusiastically carried out during the year. Provisions of section 3(3) of Official Languages Act and Official Language Rules have been complied with. ‘Hindi Diwas’ was observed on 14.09.2014 and ‘Hindi Fortnight’ was organized from 12.09.2014 to 26.09.2014 in association with holding company EIL. With a view to create greater awareness, consciousness and to encourage employees to enhance use of Hindi in official work several workshops, inspection and seminar were also organized.

CONSERVATION OF ENERGY & FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company’s operations do not involve any manufacturing or processing activities, the particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable.

The particulars regarding foreign exchange earnings and outgo are appearing in para 2.33 of the Notes to Financial Statements. The Company does not own any manufacturing facilities hence the other particulars required under Section 134 (3)(m) of the Companies Act, 2013 relating to Foreign Exchange Earnings & Outgo are not applicable.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

The information required under Company’s (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report. The CSR Policy is given on the website of the Company at <http://ceil.co.in/company.html>.

DETAILS OF LOANS/GUARANTEES/INVESTMENTS

There were no loans, guarantees or investments made by the

Company under Section 186 of the Companies Act, 2013 during the financial year 2014-15.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES (RPTs)

In line with the provisions of the Companies Act, 2013 and the Listing Agreement, the parent Company i.e. Engineers India Limited has formulated a Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions as per which the necessary compliances have been done in this regard.

During the financial year 2014-15, there was no material RPTs. Further, suitable disclosure as per statutory requirements has been given in Para 2.24 of Notes to Financial Statements.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an Extract of the Annual Return in the prescribed form is annexed to this Report.

COST AUDITORS

The Company does not fall under the Cost Audit Rules and therefore, there is no requirement of Cost Audit for the Company as per the Statutory requirements.

NUMBER OF MEETINGS OF THE BOARD

The Board met six times during the financial year 2014-15, the details of which are given in the Corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed under Companies Act, 2013 and DPE Guidelines on Corporate Governance. For further details regarding number of meetings of the Board and its committees, please refer Corporate Governance Report, annexed to this Report.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has formulated a Code of Business Conduct and Ethics for its Board Members and Senior Management Personnel in terms of DPE Guidelines on Corporate Governance. The confirmation of compliance of the same is obtained from all concerned on annual basis. All Directors and Senior Management Personnel have given their confirmation of compliance for the year under review. A declaration duly signed by CEO is given in the Report on Corporate Governance. The Code of Business Conduct and Ethics for its Board Members and Senior Management Personnel is given on the website of the Company at <http://ceil.co.in/company.html>.

CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance as per the requirements/Guidelines on Corporate Governance for CPSEs issued by Department of Public Enterprises, Government of India. The Board of Directors supports the broad principles of Corporate Governance. In addition to the basic issues, the Company lays strong emphasis on transparency, accountability and integrity.

A Report on Corporate Governance as required under DPE Guidelines on Corporate Governance is annexed. Certificate of the Auditors of the Company regarding compliance of the conditions of the Corporate Governance as stipulated in DPE Guidelines on Corporate Governance along with the Management’s Reply on the comments of the Auditors is enclosed.

TRAINING OF INDEPENDENT DIRECTORS

The company has a well defined Training Policy for Board Members. Detailed presentations are made by senior executives/professionals/consultants on business related issues and the Directors have attended seminars/conferences/programmes from time to time. The details of such familiarization programmes/Training Policy have also been posted on the website of the company at <http://ceil.co.in/company.html>.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submit its responsibility Statement:

- (a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RIGHT TO INFORMATION ACT, 2005

In order to promote transparency and accountability, appropriate action is taken to reply to queries from any source whenever received, on time. In compliance to the provisions of the Right to Information Act, 2005, Central Public Information Officer (CPIO) and ACPIOs have been appointed and utmost care is being taken for timely compliance and dissemination of information. As on 31.3.2015, no application is pending under RTI Act, 2005.

RESEARCH & DEVELOPMENT ACTIVITIES

Your company is focused on R&D activities which shall lead to high quality jobs, successful enterprises, better services and more efficient & cost effective processes.

DIRECTORS

After the date of last Directors' Report i.e. 16.07.2014, Shri Adit Jain, Non-official Independent Director ceased to be Director of the Company w.e.f. 28.08.2014 due to his cessation from Engineers India Limited, the holding Company. Shri A.K. Purwaha ceased to be Chairman of the Company w.e.f. 1.06.2015 due to his retirement from Engineers India Ltd., the holding Company, on attaining the age of superannuation on 31.05.2015. Shri Sanjay Gupta ceased to be Director of the Company w.e.f. 1.06.2015 due to his cessation in Engineers India Limited as Director (Commercial). Dr. J.P. Gupta, Non-official

Independent Director ceased to be Director of the Company w.e.f. 4.07.2015 due to his cessation in Engineers India Ltd., the holding Company.

The Board placed on record its sincere appreciation for the valuable services rendered and contributions made by Shri A.K. Purwaha, Chairman, Shri Adit Jain and Dr. J.P. Gupta, Non-official Independent Directors of the Company.

Shri Sanjay Gupta was appointed as Additional Director and Chairman of the Company w.e.f. 1.06.2015. Shri S.K. Handa, Executive Director (Process) of Engineers India Limited was appointed as Additional Director of the Company w.e.f. 29.06.2015.

In accordance with the provisions of the Companies Act, 2013, Shri Sudershan Gupta, Director would retire by rotation, at the ensuing Annual General Meeting, and being eligible, offer himself for reappointment.

In accordance with the provisions of the Companies Act, 2013, Shri Sanjay Gupta who was appointed as Additional Director and Chairman and Shri S.K. Handa who was appointed as Additional Director after the date of last Directors' report, shall vacate their office at the ensuing Annual General Meeting. Necessary notices have been received from them under section 160 of the Companies Act, 2013, proposing their candidature for appointment. The Board recommends their appointment.

Brief resume of the Directors seeking appointment/reappointment together with the nature of their expertise in specific functional areas, names of companies in which they hold directorships and the memberships/chairmanships of Committees of the Board and Shareholding in the company etc. pursuant to the statutory requirements are given in the Annexure to Notice of 20th Annual General Meeting.

BANKERS

The Bankers of the Company are Bank of India, Corporation Bank, Axis Bank, State Bank of India and Indusind Bank Ltd.

PARTICULARS OF EMPLOYEES

As per the provisions of Section 197 of the Companies Act, 2013 and rules made thereunder, Government Companies are exempted from inclusion of the statement of particulars of employees. The information has, therefore, not been included as part of the Directors' Report. However the same information is open for inspection at the registered office of the Company on all working days between 10.30 a.m. to 12.30 p.m. prior to the Annual General Meeting.

ACCREDITATION

ISO 17020:

The Company continues to be a Type-A accredited Inspection Body in accordance with ISO/IEC 17020 granted by NABCB. During the year, ISO 17020 Renewal Audit was carried out by NABCB successfully with accreditation validity till 19th June 2018. The ISO 17020 accreditation is granted for company's operations in India for in process/finished product/installation/in service inspection activities. ISO 17020 accreditation is a pre-qualification criteria to carry out IMS, ERDMP and T4S Audits under PNGRB.

CERTIFICATION

ISO 9001:

The Company successfully underwent ISO 9001 Certificate Renewal



Audit carried out by IRQS. The ISO 9001 Certification is valid till 3rd September 2016.

APPROVALS

- **Emergency Response & Disaster Management Plan (ERDMP):**

The Company continues as an approved Third Party Inspection body under PNGRB for review and verification of Emergency Response & Disaster Management Plan (ERDMP). During the year, the Company carried out ERDMP Audits ranging from Cross country NG Pipelines, LPG Bottling Plants to LNG Terminals.

- **Integrity Management System for Natural Gas Pipelines and CGD Networks(IMS):**

The Company continues to be an approved Third party Inspection body under PNGRB for carrying out Pipeline Integrity Management System Audits for Natural Gas Pipelines and CGD Networks.

- **Technical Standards and Specifications including Safety Standards (T4S):**

The Company continues to be an approved Third party Inspection body under PNGRB for carrying out Technical Standards and Specifications including Safety Standards (T4S) Audits for Natural Gas Pipelines (NGPL) and City Gas Distribution (CGD) networks.

- **Petroleum & Explosives Safety Organization (PESO):**

The Company continues approval from PESO as a recognized inspection authority as well as competent authority for inspections under SMPV(U) Rules 1981.

- **Indian Boiler Regulations (IBR):**

During the year, the Company continued approval from IBR as a recognized inspection authority as well as competent authority for inspections in all countries of Europe, Middle East and China.

- **Bureau of Energy Efficiency (BEE)ESCO:**

The Company continues to be a CARE BEE Grade 2 rating as an Energy service company. The Grading indicates "HIGH" ability to carry out energy efficiency audits and undertake energy efficiency projects.

STATUTORY AUDITORS

M/s Kapoor Goyal & Co, Chartered Accountants were appointed as Statutory Auditors of your Company for the Financial Year 2014-15 by the Office of the Comptroller & Auditor General of India.

COMPOSITION OF AUDIT COMMITTEE

The recommendations made by the Audit Committee during the year 2014-15 were accepted by the Board. The other details of Audit Committee like composition, terms of reference, meetings held are provided in the Corporate Governance Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company is governed by the Whistle Blower Policy/Vigil Mechanism formed by the holding Company i.e. M/s Engineers

India Limited and no personnel have been denied access to the Audit Committee. The same has also been given on the website of the holding Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from the independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and DPE Guidelines on Corporate Governance.

SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

OTHER DISCLOSURES

No disclosure or reporting is required in respect of the following items as either these were not applicable or there were no transactions on these items during the financial year 2014-15:-

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Details regarding receipt of remuneration or commission by the Managing Director or the Whole-time Director from any of its subsidiaries.
5. Buy Back of shares.
6. Issue of Bonus shares.

During the financial year 2014-15, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

ACKNOWLEDGEMENTS

The Board of Directors express their sincere thanks to the esteemed Clients of CEIL for their continued patronage and express deep appreciation for the assistance provided by the Ministries of the Government of India.

The Board of Directors express their sincere gratitude to EIL, the holding company for their all round support and look forward to their continued support and guidance.

The Board of Directors also wish to place on record their appreciation for the excellent contribution made by all the employees towards the successful operations of the Company.

For & on behalf of the Board of Directors

(Sanjay Gupta)
Chairman

Management Discussion & Analysis

We have the pleasure of presenting you an analysis report covering the performance of the company for the year 2014-15 and the future outlook.

FINANCIAL PERFORMANCE

During the financial year, the income from services rendered by your Company saw significant improvement from ₹27.63 Crores in previous year to ₹34.40 Crores, as stated in the audited financial statements. Profit before tax and Profit after tax achieved during the year were ₹13.39 Crores and ₹8.76 Crores, as against ₹9.58 Crores and ₹6.36 Crores respectively in the previous financial year. The net worth of the company improved to ₹59.60 Crores as on 31.3.2015.

Higher level of activity due to improved pace of order execution, and better operating margins through effective cost management are main reasons for improved turnover and profitability. Your company is continuously adopting suitable measures to reduce average man-day cost through increased outsourcing to effectively counter the pressure of reduced average realizations and higher operating expenses. Further, your Company is aggressively targeting business proposals in overseas markets and exploring opportunities in new areas for improvement in man-day realization and existing market share.

BUSINESS OVERVIEW

During the financial year 2014-15, your company was able to maintain a healthy order book and secured business worth around ₹33.50 Crores. The order book as on 31.03.2015 was around ₹35.50 Crores.

During the year, the company secured major orders from ONGC, Vadodara Municipal Corporation, Konkan Railway Corporation, Rajkot Urban Development Authority, GSPL, and other esteemed clients, besides securing sizeable business from various State Government Organizations etc.

The Company continued to receive and execute prestigious orders under various HSE verticals.

BUSINESS ENVIRONMENT AND FUTURE OUTLOOK

Your Company's order book position comprised of the unexecuted portion of the orders from ONGC, VMSS, Rajkot Urban Development Authority, SMC, GSPL etc. Your Company expects to secure further assignments during the year from ONGC, State Infrastructure authorities, GSPL, and major LSTK Contractors etc. Emerging signs of economic recovery also suggest improved pace of execution of projects which will present further business opportunities for your company and improved operating margins from new orders.

Your Company is also continuously exploring the possibility of scaling up of overseas business and securing Certification & TPI jobs from other sectors like Nuclear, Defence, Fertilizers and Power.

Risk & Concerns

The Company has a well-structured Risk Management System in place. Under this, business, stakeholder, strategy, financial, execution and other related risks are systematically identified using a Risk Matrix and the action plans detailed out accordingly. The Management uses this Enterprise Risk Management as an effective tool to foresee and take prompt actions for optimising its business model and enhance shareholder value.

INTERNAL CONTROL SYSTEMS

Your company has in place adequate systems of internal control. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses, and ensuring reliability of financial and operational information. We continued our efforts to align all our process and control with best practices.

Some significant features of the internal control systems are preparation and monitoring of annual budgets, internal audit and its review, clear delegation of authority and responsibility, corporate policy on accounting and periodic management meeting to review operation and plans in business areas.

Memorandum of Understanding (MoU) with Engineers India Limited

Your Company signed MOU with EIL for the year 2015-16, with targets for turnover & gross operating margin along with initiatives for overseas business, HRD, CSR etc.

SIGNIFICANT INITIATIVES

In order to meet the challenges of continuing changes in business environment and growing competition, corporate focus has been on various initiatives on increasing engagement in Company's core strength areas; gaining entry into areas that are expected to show significant growth in the near future, entering in future strategic/new viable areas; improvement in processes and augmented efforts in training & recruitment.

HUMAN RESOURCES

Strength of regular employees including employees on deputation from EIL was 77 at the end of the year. 68.5 Man days training was imparted to employees during the year through 21 nos. training programs.

Your Company intends to pursue aggressive training programs for the employees in future too, to retain the knowledge edge in its area of business.

MARKETING

The company is successfully expanding its clients base with addition of new clients in existing and diversified business areas. Company's commitment to quality and timely execution of certification and third party inspection activities, coupled with proper marketing initiatives has helped the company achieve significant order book. Manpower in the Marketing Department has been substantially increased.

OPERATIONAL IMPROVEMENT

Major Operational Improvements like increasing manpower productivity, optimization of cost etc. are ensured through strict monitoring of operations in the Company and gradual increase in use of Software Packages and automated systems.

Cost Control & Monitoring

Effective cost reduction measures for control of travel cost, manpower cost etc. are taken up at all stages of operations.



Corporate Social Responsibility

Your Company's CSR initiatives aim at assisting socially and economically weaker segments of society, as well as defining the Company as a socially responsible business to employees, clients and other stakeholders. The company remains committed towards its social obligations and targets on capacity building, empowerment of communities, inclusive socio-economic growth, environment protection, development of backward regions and upliftment of marginalized & underprivileged section of society.

As part of CSR activities, during the financial year 2014-15 MoUs was signed with Advanced Centre For Treatment Research & Education In Cancer (TMC-ACTREC) and Vadodara Mahanagar Seva Sadan (VMSS).

Environment Protection and Conservation, Technological Conservation, Renewable Energy Development, Foreign Exchange Conservation

Environment protection is an integral part of the Company's business processes. The Company is adopting a long term approach to business, built upon a solid commitment of sustainable growth through the active participation in responsible environmental practices.

Management Information System (MIS)

MIS in the company is constantly being fine tuned to cater to ever growing information needs for effective and quick decision making as well as for statutory requirements. This provides vital data inputs to management highlighting operating variables, achievement vis-à-vis budget and other decision support data.

Disclosure by Senior Management Personnel

As Confirmed by Senior Management Personnel, none of them has material, financial and commercial transactions with the Company, where they have personal interest, that may have a potential conflict with the interest of the Company.

Cautionary Statement

Statements in management discussion and analysis describing the company's objectives, projections, expectations, estimates are based on current business environment. Actual results could differ from those expressed or implied based on future economic and other developments in India and abroad.

Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year 2014-15

- 1) A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

To assist socially and economically disadvantaged segments of society to overcome hardship and impoverishment and to enhance increased commitment at all levels in the organization towards reinforcing its image as a social and environmental conscience company.

The Company has undertaken CSR Projects/ Programs in line with Schedule VII of the Companies Act 2013, which are under the following thrust areas:

- i) Education
- ii) HealthCare
- iii) Renewable Energy
- iv) Drinking Water/Sanitation Facility
- v) Environment Protection.

The weblink for CSR project or programme and policy is given at <http://ceil.co.in/company.html>.

- 2) Composition of CSR and SD Committee
The details regarding composition of CSR and SD Committee are given in the Corporate Governance Report annexed to the Directors' Report.
- 3) Average Net Profit of the Company for the last three financial years was ₹11.93 crore.
- 4) Prescribed CSR Expenditure (2% of the amount as in item 3 above) is ₹23.87 lakhs
- 5) Details of amount spent towards CSR during the financial year 2014-15
- a) Total amount to be spent for the financial year 2014-15 was ₹23.87 lakhs
 - b) Amount unspent, if any - NIL
 - c) Manner in which the amounts spent towards CSR during the financial year 2014-15.

S. No.	CSR project or activity identified	Sector in which the Project is covered	Project or programmes [1] Local area or other [2] Specify the State and district where projects or programs was undertaken	Amount outlay [budget] project or programs wise(INR)	Amount spent on the projects or programs Sub-heads : [1] Direct expenditure on projects or programs. [2] Overheads:	Cumulative expenditure upto to the reporting period.	Amount spent :Direct or through implementing agency *
1	With SMILE Foundation for setting up computer labs etc. at three centers ,in order to impart computer education to youths of urban slums.	Education	Kalyanam, Rasta and Nipun in Delhi region	10.69 Lacs	Direct on project	₹106786/-	Through SMILE Foundation
2	With TATA Memorial Center(TMC), for providing Bus, to ferry their cancer patients from Kharghar hospital to their lower parel hospital.	Medical	Kharghar, Navi Mumbai	17.31 Lacs	Direct on project	₹1600000/-	Direct
3	With Rajkot Municipal Corporation for setting up central library in Rajkot under the program" Vaanche Gujarat".	Education	Rajkot, Gujarat	25Lacs	Direct on project	₹1748140/-	Through Rajkot Municipal Corporation
	TOTAL			53 Lacs		₹3454926/-	

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report- Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.
The CSR Committee confirms that the implementation and monitoring of CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

S. D. Kherdekar, Chief Executive Officer



Form No. MGT-9

Extract of Annual Return

as on the Financial Year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : U74899DL1994GOI062371
- ii) Registration Date : 26/10/1994
- iii) Name of the Company : Certification Engineers International Limited
- iv) Category/Sub-Category of the Company : Public Limited Company (Limited by Shares)- Govt. of India Undertaking.
- v) Address of the Registered office and contact details : Engineers India Bhawan,
1, Bhikaiji Cama Place, New Delhi-110066
Tel: 011-26762121, Fax: 011-26164868, 26186245
E-mail: ceil.del@eil.co.in, Website: http://ceil.co.in
- vi) Whether listed company Yes / No : No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : None

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Certification /Re-certification & Third Party Inspection Services	Not Applicable	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Engineers India Limited	L74899DL1965GOI004352	Holding	100%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

The shareholding pattern of the company as on 31.03.2015 is as follows:

S.No.	Name of Shareholder	Number of Equity Shares of ₹ 100 each	% of Issued Capital
1	Mr. A. K. Purwaha, C&MD, EIL	5*	0.005%
2	Mr. Ram Singh, Director (Finance), EIL	5*	0.005%
3	Mr. Sanjay Gupta, Director (Commercial), EIL	5*	0.005%
4	Mr. Ashwani Soni, Director (Projects), EIL	5*	0.005%
5	Mr. Ajay N. Deshpande, Director (Technical), EIL	5*	0.005%
6	Mr. Sudershan Gupta, ED (F&A), EIL	5*	0.005%
7	Mr. S. D. Kherdekar, CEO, CEIL	5*	0.005%
8	Engineers India Limited	99965	99.965%

* These shares are held by these officials on behalf of Engineers India Limited and the beneficiary interest lies with Engineers India Limited in respect of these shares.

V. INDEBTEDNESS :

The Company is a debt-free company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors:

Name of Directors	Particulars of Remuneration- Sitting Fee
Mr. A. Jain	₹20000
Dr. J. P. Gupta	₹70000
Total	₹90000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD - NIL *

*The Company does not have Managing Director/Manager/Whole time Director/ Company Secretary. Further, Chief Executive Officer of the Company is on deputation from EIL (Holding Company) and the salary for which is paid by Engineers India Limited. EIL raises monthly bills on the basis of manhour cost as per agreement with the company which are accounted for as professional charges, under the head "Manpower Services".

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Report on Corporate Governance

1. Company's Philosophy on Corporate Governance

The Company firmly believes in consistently practicing good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws, regulations and Government Guidelines.

2. Board of Directors

a) Composition of the Board of Directors

Certification Engineers International Limited is a public sector undertaking. The Articles of Association of the Company stipulates that the number of Directors shall not be less than three and more than nine.

Presently, CEIL is having 4 Directors on its Board comprising of 3(three) Directors including Chairman and 1 (one) Non-official (Independent) Director nominated by Holding Company, Engineers India Limited.

b) Number of Board Meetings

The Board of Directors met 6 times during the financial year 2014-15. The details of the Board Meetings are as under:

Sl. No.	Date of Meeting	Place	Board Strength	No. of Directors Present
1.	April 29, 2014	New Delhi	5	5
2.	May 23, 2014	New Delhi	5	5
3.	August 12, 2014	New Delhi	5	4
4.	November 7, 2014	New Delhi	4	4
5.	December 17, 2014	New Delhi	4	4
6.	February 16, 2015	New Delhi	4	3

c) Attendance record of Directors at Board Meetings and Annual General Meeting and number of other Directorships/Committee Memberships/ Chairmanships.

Attendance of each Director at the Board Meetings and at the last Annual General Meeting held during the financial year 2014-2015 and number of other Directorships / Committee Memberships/ Chairmanships of each director is given below:

Name of the Director	Attendance Particulars		Number of other Directorships / Committee Memberships / Chairmanships		
	Board Meetings	Last AGM held on 12.08.2014	Other Directorships	Committee Memberships**	Committee Chairmanships**
A) Part time Directors- From Holding Company, EIL					
I) Present Directors					
Shri A.K. Purwaha, Chairman	6	Yes	4	-	-
Shri Sanjay Gupta	6	Yes	5	-	-
Shri Sudershan Gupta	6	Yes	1	-	-
B) Non-official Independent Directors					
I) Present Directors					
Dr. J.P. Gupta	5	Yes	1	1	-
II) Past Directors					
Shri Adit Jain*	2	Yes	5	-	1

Remarks:

* Shri Adit Jain, Non-official Independent Director ceased to be Director of the Company w.e.f. 28.08.2014 due to his cessation from Engineers India Limited, the holding Company.

**None of Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the companies in which he is a Director. Membership/ Chairmanship in committee is reckoned pertaining to Audit Committee and Stakeholders Relationship Committee and based on disclosures received from Directors.

Notes:

- (i) None of the Independent Directors are holding directorships in more than seven listed companies.
- (ii) The company has not issued any convertible instruments.

d) Board Procedure

The meetings of the Board of Directors are generally held at the Company's Registered Office in New Delhi. The meetings are generally scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly performance and the financial results. The time gap between two meetings was not more than three months. The agenda for the meetings is prepared by the concerned officials and sponsored by CEO of the Company. The Board papers are circulated to the Directors in advance. The members of the Board have access to all information and are free to recommend inclusion of any matter in the agenda for discussion. Senior executives are invited to attend the Board meetings and provide clarification as and when required. To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to Committees of the Board set up for the purpose.

e) Code of Business Conduct and Ethics for Board Members and Senior Management

The Board of Directors has laid down the Code of Business Conduct and Ethics for all Board Members and Senior Management of the Company. The same has also been posted on the Website of the Company at <http://ceil.co.in/company.html>.

Declaration as required under DPE Guidelines on Corporate Governance for CPSEs

All the Members of the Board and Senior Management Personnel have affirmed compliance of the Code of Business Conduct and Ethics for the financial year ended on March 31, 2015.

Place: New Delhi
Date: May 14, 2015

(S.D. Kherdekar)
Chief Executive Officer

f) Compliance Reports

To the best of the knowledge and belief, the Company is complying with all applicable laws as on date except the composition of Board of Directors and Audit Committee of the Board. The Board has reviewed Compliance Report of all Laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances.

g) Appointment/Re-appointment of Directors

The brief resume of the Directors seeking appointment/re-appointment together with the nature of their expertise in specific functional areas, names of companies in which he holds directorships and the memberships/chairmanships of Committees of the Board alongwith their shareholding in the Company etc. pursuant to the statutory requirements is annexed to the Notice calling the Annual General Meeting.

3. Audit Committee

Presently, the Audit Committee comprises of three Members viz. Dr. J.P. Gupta, Director, Shri Sanjay Gupta, Director and Shri Sudershan Gupta, Director. Dr. J.P. Gupta, Director is acting as the Chairman of the Committee. The Committee was reconstituted during the financial year 2014-15 due to the following:

- Shri Adit Jain ceased to be Director of the Company and consequently ceased to be the Chairman w.e.f. 28.08.2014.
- Dr. J.P. Gupta, Non-official Independent Director was inducted as Chairman of the Committee w.e.f. 28.08.2014.

The terms of reference/scope, role and powers etc. of the Audit Committee are in accordance with DPE Guidelines on Corporate Governance for CPSEs. The details of meetings held during the financial year 2014-15 and the attendance of the Members is given below:

Sl. No.	Date of Meeting	Name	Chairman/Member	Attendance
1.	23.05.2014	Shri Adit Jain Dr. J.P. Gupta Shri Sanjay Gupta Shri Sudershan Gupta	Chairman Member Member Member	Present Present Present Present
2.	12.08.2014	Shri Adit Jain Dr. J.P. Gupta Shri Sanjay Gupta Shri Sudershan Gupta	Chairman Member* Member Member	Not Present Present Present Present
3.	7.11.2014	Dr. J.P. Gupta Shri Sanjay Gupta Shri Sudershan Gupta	Chairman Member Member	Present Present Present
4.	16.02.2015	Dr. J.P. Gupta Shri Sanjay Gupta Shri Sudershan Gupta	Chairman Member* Member	Not Present Present Present

*Chairman of the Meeting.

4. Subsidiary Companies

The Company is not having any subsidiary company.

5. Remuneration Committee/Remuneration of Directors

The company has formed a Remuneration Committee as per DPE OM dated 26th November, 2008 regarding pay revision of CPSE executives. Presently, Dr. J.P. Gupta, Director, Shri Sanjay Gupta, Director and Shri Sudershan Gupta, Director are the members of the Committee. Dr. J.P. Gupta, Director is acting as Chairman of the Committee. The Committee met once during the year 2014-15 on 16.02.2015 in which all the members of the Committee were present except Dr. J.P. Gupta. Shri Sanjay Gupta, member chaired the meeting held on 16.02.2015.

The scope of the Remuneration Committee includes finalizing the salary structure, applicable perks & allowances and deciding the annual bonus pool/variable pay & policy for its distribution across the executives and Non-Unionised Supervisors with prescribed limits. Remuneration Committee may also be called upon to decide issues like ESOP schemes, Performance Incentive Schemes, Superannuation Benefits and any other Fringe Benefits which may be considered appropriate. The Remuneration committee shall also assist the Board in ensuring that appropriate and effective remuneration packages and policies are implemented in CEIL for all employees including Directors and Chairman. The Committee's role also extends to the review of Non-Executive Directors' fees.

There is no pecuniary relationship or transactions of the Non-Executive directors vis-à-vis the company. The part-time official directors other than non-official Independent Directors nominated on the Board do not draw any remuneration from the Company for their role as director. The sitting fees fixed for part-time (non official) independent directors of the Company is ₹10,000/- per meeting of the Board or its Committee thereof attended by them.

The details of payments towards sitting fees to Non-official Independent Director during the financial year 2014-15 are given below:-

Name of Part-time (non-official) Independent Director	Sitting Fees*		Total
	Board Meeting	Committee Meeting	
Shri Adit Jain	10000	10000	20000
Dr. J.P. Gupta	40000	30000	70000

*Gross Fees excluding Tax Deducted at Source as per applicable Tax Laws and Rules.

6. CSR and SD Committee of the Board

The SD Committee of the Board has been constituted to deliberate and decide on the matters as per defined Scope of the committee. Presently, Dr. J.P. Gupta, Director, Shri Sanjay Gupta, Director and Shri Sudershan Gupta, Director are the members of the Committee. Dr. J.P. Gupta, Director is acting as Chairman of the Committee. The committee was reconstituted during the financial year 2014-15 due to induction of Dr. J.P. Gupta as Chairman in place of Shri Adit Jain, Chairman who ceased to be Director of the Company w.e.f. 28.08.2014. Further the SD committee was renamed as CSR and SD committee of the Board w.e.f. 16.02.2015. No meeting was held during the financial year 2014-15.

7. Accounting Treatment

The Financial statements have been prepared as per generally accepted accounting principles and in accordance with the prescribed Accounting Standards.

8. CEO/CFO Certification

The CEO and Head of the Finance Function i.e AGM (F&A) have given the certificate to the Board as well as disclosed the required information to the Statutory Auditors and the Audit Committee in terms of DPE Guidelines on Corporate Governance and the same is annexed to this Report.

9. Risk Management

The Company has well defined Risk Management policy. The objective of risk management in the Company is to act as enabler in maintaining its knowledge edge, sustaining and expanding the business, being competitive and ensuring execution of projects within budgeted cost and time resulting in improved turnover and profitability. The management is committed to further strengthen its risk management capabilities in order to protect and enhance shareholder value by improving its business performance. Continuous efforts in creating new opportunities, improving competencies/knowledge in various areas leading to improved performance and leveraging existing knowledge resources, in line with the risk appetite of the company, has enabled the company to protect the shareholders interests.

10. General Body Meetings**i) Annual General Meeting (AGM)**

The Annual General Meetings of the Company are held at New Delhi where the registered office of the Company is situated. The details of such meetings held during the last three years are as under:

AGM	Year	Venue	Date	Time
17 th	2011-2012	EIB, 1, Bhikaiji Cama Place, New Delhi-110066.	26.07.2012	3.30 p.m
18 th	2012-2013	EIB, 1, Bhikaiji Cama Place, New Delhi-110066.	5.08.2013	3.30 p.m.
19 th	2013-2014	EIB, 1, Bhikaiji Cama Place, New Delhi-110066.	12.08.2014	11.00 a.m.

ii) Details of Special Resolutions passed at last three AGMs

AGM	Details of Special Resolutions Passed
17 th	Nil
18 th	Nil
19 th	Nil

No special resolutions were put through postal ballot during the last year. No special resolution is proposed to be passed through postal ballot at the ensuing Annual General Meeting.

iii) No Extra-ordinary General Meeting of the Members was held during the Financial Year 2014-15.**11. Disclosures**

- (i) Details of transactions between the Company and its holding company, associates, key managerial personnel during the financial year 2014-2015 are given in Point no. 2.24 of the Notes to Accounts for the year ended 31st March, 2015. These transactions do not have any potential conflict with the interests of the Company at large.
- (ii) There have been no instances of non-compliance by the Company and no penalties/strictures imposed on the Company by any statutory authority on any matters related to any Guidelines issued by Government during the last three years.
- (iii) The Company has complied with all mandatory requirements of DPE Guidelines on Corporate Governance for CPSEs, save and except the composition of Board of Directors and Audit Committee.
- (iv) During the last three years, no Presidential Directives were received by the company.
- (v) No Expenditures were debited in the Books of Accounts during the financial year 2014-15 which are not for the purposes of the Business.
- (vi) No expenses had been incurred which are personal in nature and incurred for the Board of Directors and the top Management.
- (vii) The administrative and office expenses are 24.53% of the total expenses in the Financial year 2014-15 as against 21.98% during the Financial year 2013-14. The increase in the administrative and office expenses are due to the following major reasons:
 - (a) Higher Depreciation and Amortization expenses as per the requirements of the Companies Act, 2013.
 - (b) Increase in expenditure towards Corporate Social Responsibility(CSR).
- (viii) None of the Directors of the company are inter-se related as on 31st March, 2015.
- (ix) None of the Non-official Independent Directors holds any equity shares in the Company as on 31st March, 2015.

12. Means of Communication

The quarterly/yearly Financial results are displayed on the website viz. www.certificationengineers.com of the company. The website of the company also displays the official news releases. Annual Report is also available on the website in a user friendly manner and is circulated to the members and others entitled.

13. Audit Qualifications

The company has ensured to remain in the regime of unqualified statements.

14. Training of Board Members

The Company has a well defined Training Policy for Board Members which is given on the website of the Company at <http://ceil.co.in/company.html>. Detailed presentations are made by senior executives/professionals/consultants on business related issues and the Directors have attended seminars/conferences/programmes from time to time.

15. Vigil Mechanism/Whistle Blower Policy

The scope of Vigil Mechanism/Whistle Blower Policy of holding company i.e EIL covers the subsidiary company also.



16. General Information

i) 20th Annual General Meeting

Day and Date	Thursday, 20 th August, 2015
Time	3.30 p.m.
Venue	E.I. Bhavan, 1, Bhikaiji Cama Place, New Delhi-110066.

ii) Financial Year

1st Day of April to 31st Day of March every year.

iii) Dividend

The Board of Directors of the company have recommended payment of Final Dividend of ₹250 per share (on the face value of ₹100/- each) for the Financial Year ended 31st March, 2015 subject to approval of Shareholders in the forthcoming Annual General Meeting. This was in addition to the Interim Dividend of ₹200/- per share (on the face value of ₹100/- each) paid during the year.

iv) Registered office of the Company

Certification Engineers International Limited
E.I. Bhawan,
1, Bhikaiji Cama Place,
New Delhi-110066.
CIN:U74899DL1994GOI062371
Tel. No.011-26762121, Fax : 011-26164868, 011-26192693
Website: <http://ceil.co.in>

v) Auditors

M/s Kapoor Goyal & Co
Chartered Accountants
G-1, Pooja Apartment,
4, Ansari Road, Daryaganj,
New Delhi – 110002
Tel. : 011- 2327 1046
Email:kapoorgoyal@gmail.com

Place: New Delhi

Date: May 14, 2015

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, SD Kherdekar, Chief Executive Officer and G.D. Goswami, Asst. General Manager (Finance & Accounts) of Certification Engineers International Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial results for the Quarter and year ended 31st March 2015.
2. Based on our knowledge and information, these Financial Results do not contain any untrue statement of a material fact or omit any material fact or contain statements that might be misleading.
3. Based on our knowledge and information, these Financial Results together present a true and fair view of the company's operations for the quarter & period and are in compliance with the existing Accounting Standards and /or applicable Laws and Regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the quarter and period, are fraudulent, illegal or violative of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of such controls.
6. We have disclosed, wherever applicable, to the Company's Auditors and Audit Committee :
 - a) Any deficiencies in the design or operation of internal control for financial reporting including any corrective action with regard to deficiencies.
 - b) Significant changes in internal control over financial reporting during the quarter and period
 - c) Significant changes in accounting Policies during the quarter & period and the impact thereof, if any, have been disclosed in Notes to the Financial Results.
 - d) Instances of significant fraud, of which we are aware, that involves management or other employees who have significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: May 14, 2015

SD Kherdekar
Chief Executive Officer

GD Goswami
AGM (F&A)



Auditors' Report on Corporate Governance

To,
The Members
Certification Engineers International Limited

We have examined the compliance of Guidelines on Corporate Governance by CERTIFICATION ENGINEERS INTERNATIONAL LIMITED for the year ended 31st March, 2015, as stipulated in O.M No. 18(8)/2005-GM dated 14.05.2010 of the Ministry of Heavy Industries and Public Enterprises, DPE, Government of India.

The compliance of Guidelines on Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementations thereof, adopted by the Company for ensuring the Compliance of Guidelines on Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Management, we certify that, *except the Composition of the Board of Directors and Audit Committee*, the Company has complied with the Guidelines on Corporate Governance as stipulated in above mentioned O.M.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For KAPOOR GOYAL & CO.
CHARTERED ACCOUNTANTS

(TARUN KAPOOR)
PARTNER
M.No. 095949
Firm Registration No. 001370N

Place: New Delhi
Dated: May 14, 2015

Management's Reply to Auditors' Report on Corporate Governance (2014-15)

AUDITORS' COMMENTS	MANAGEMENT'S REPLY
The Composition of the Board of Directors and Audit Committee as per DPE Guidelines on Corporate Governance has not been complied with.	The Company is pursuing with the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India for appointment of sufficient number of Directors on the Board of the Company.



Independent Auditor's Report

TO,
THE MEMBERS OF
CERTIFICATION ENGINEERS INTERNATIONAL LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of CERTIFICATION ENGINEERS INTERNATIONAL LIMITED ("the Company"), which comprise the Balance Sheet as at 31/03/2015, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/03/2015, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. The Comptroller & Auditor General of India has issued directions under section 143(5) of the Companies Act 2013 compliance of which are set out in Annexure 1 & Annexure 2

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2015 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR KAPOOR GOYAL & CO
(Chartered Accountants)
Reg No. :001370N

Tarun Kapoor
Partner
M.No. : 095949

Place: New Delhi
Date: May 14, 2015

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(1) In Respect of Fixed Assets

- The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(2) In Respect of Inventory

- The Company being a service company does not have any inventory of raw material or finished goods, the work in progress is on account of "continuing service projects" for which bills have not been raised, however, there is inventory of office stationery. Physical verification of inventory stationery has been conducted at reasonable intervals by the management.
- Procedures for physical verification of inventory stationery followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There is no inadequacies in such procedures that should be reported.
- Company is maintaining proper records of inventory stationery & stores. No material discrepancies were noticed on physical verification.

(3) Loans and advances to parties covered under section 189

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained under section 189 of the Companies Act.

- N.A. whether receipt of the principal amount and interest are also regular.
- There is no overdue amount of any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act

(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continued failure of Internal control

In our opinion and according to the information and explanations given to us there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit We have not observed continuing failure to correct major weaknesses in internal control system.

(5) Rules followed while accepting Deposits

No deposits within the meaning of Sections 73 to 76 or any other relevant provision of the Act and rules framed thereunder have been accepted by the Company.

(6) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act.

(7) According to the information and explanations given to us in respect of statutory dues

- The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- According to the records of the Company, there are no dues of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities that have been not been deposited on amount of any dispute except Service tax & Income Tax detailed hereunder:-

Name of the statute	Nature of Dues	Amount (₹ In lacs)	Period to which the amount relates	Forum where dispute is pending
Service Tax, as per Finance Act 1994	Show Cause Notice cum Demand of service Tax	227.47	April '04 to March '09	Commissioner, Service Tax, Mumbai
Service Tax, as per Finance Act 1994	Show Cause Notice cum Demand of service Tax	3.21	April '09 to March '10	Commissioner, Service Tax, Mumbai
Service Tax, as per Finance Act 1994	Show Cause Notice cum Demand of service Tax	8.92	April '10 to March '11	Additional Commissioner, Service Tax, Mumbai
Service Tax, as per Finance Act 1994	Show Cause Notice cum Demand of service Tax	20.91	April '11 to March '12	Additional Commissioner, Service Tax, Mumbai

Service Tax, as per Finance Act 1994	Show Cause Notice cum Demand of service Tax	0.40	April '12 to March '13	Additional Commissioner, Service Tax, Mumbai
Income Tax Act, 1961	Assessment U/S 143(3) of the Income Tax Act, 1961	1.31	April '10 to March '11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Assessment U/S 143(3) of the Income Tax Act, 1961	42.63 Short credit of TDS	April '10 to March '11	Application U/S 154 filed before Deputy Commissioner of Income Tax
Income Tax Act, 1961	Assessment U/S 143(3) of the Income Tax Act, 1961	91.91 Short credit of TDS	April '12 to March '13	Application U/S 154 filed before Deputy Commissioner of Income Tax

(c) As informed, no amount was required to be transferred to Investors education and protection fund in accordance with the relevant provisions of the Companies Act and the rules made thereunder.

(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash Losses

The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(9) Default in Repayment of Loans taken from Bank or Financial Institutions

The company has not defaulted in repayment of dues to financial institution or bank.

(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company

On the basis of records examined by us and information provided by the management, we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial institutions.

(11) Application versus purpose for which Loan Granted

The company did not have any term loans outstanding during the year.

(12) Reporting of Fraud During the Year Nature and Amount

Based upon the audit procedures performed for the purpose of recording the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

FOR KAPOOR GOYAL & CO
(Chartered Accountants)
Reg No. :001370N

Tarun Kapoor
Partner
M.No. : 095949

Place : New Delhi
Date : May 14, 2015



Supplementary-Directions to the Statutory Auditors

1	If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	The Clause is not applicable
2	Please report whether there are any cases of waiver/ write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	There is a write off of debts/Advances of ₹78.95 Lacs during the year 2014-15 (₹7829763/- doubtful Debt & ₹65435/- Security Advance). As explained by the management the amount of debtors are old and non recoverable. The Management after making lot of effort has decided to write off, except for ₹2.55 Lacs, the balance debts / advances have been provided for in previous years.
3	Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities.	The Clause is not applicable
4	A report on age-wise analysis of pending legal/ arbitration cases including the reasons of pendency and existence/ effectiveness of a monitoring mechanism for expenditure on all legal cases(foreign and local) may be given.	The Clause is not applicable
5	Compliance to Section 22 of Micro Small and Medium Enterprises Development (MSMED) act, 2006 in the financial reporting may also be examined and the extent of non compliance may be reported in your Audit Report under Section 227 of the Companies Act.	The Management has sent letters in the month of March 2015 to get confirmation from service providers and suppliers, their registration status under the Act. Two of the service providers and supplier have confirmed their registration under the Act in the month of April 2015. As explained by the management the company has complied to section 22 of The Micro, small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31.3.2015.

FOR KAPOOR GOYAL & CO
(Chartered Accountants)
Reg No. :001370N

Tarun Kapoor
Partner
M.No. : 095949

Place: New Delhi
Date: May 14, 2015

Compliance Certificate

We have conducted the audit of accounts of M/s Certification Engineers International Ltd, for the year ending 31.3.2015 in accordance with the directions/ sub directions issued by the Comptroller and Auditor General of India under Section 143(5) of the Companies Act, 2013 and certify that we have complied with all the directions / sub-directions issued to us.

KAPOOR GOYAL & CO (FRN 001370N)
CHARTERED ACCOUNTANTS
PARTNER
TARUN KAPOOR
M No. 095949

Place: New Delhi
Date: May 14, 2015

Balance Sheet

AS AT 31ST MARCH, 2015

(₹ IN LAKHS)

PARTICULARS	NOTE NO.	AS AT 31 ST MARCH 2015		AS AT 31 ST MARCH 2014	
EQUITY AND LIABILITIES					
SHAREHOLDERS` FUNDS					
SHARE CAPITAL	2.1	100.00		100.00	
RESERVES & SURPLUS	2.2	<u>5,859.84</u>	5,959.84	<u>5,527.02</u>	5,627.02
NON-CURRENT LIABILITIES					
OTHER LONG TERM LIABILITIES	2.3	-		3.80	
LONG TERM PROVISION		<u>294.16</u>	294.16	<u>241.84</u>	245.64
CURRENT LIABILITIES					
TRADE PAYABLES	2.4	136.83		128.79	
OTHER CURRENT LIABILITIES		257.41		128.95	
SHORT TERM PROVISION		<u>512.11</u>	906.35	<u>327.10</u>	584.84
TOTAL			<u><u>7,160.35</u></u>		<u><u>6,457.50</u></u>
ASSETS					
NON-CURRENT ASSETS					
FIXED ASSETS					
TANGIBLE ASSETS	2.5	243.61		283.73	
INTANGIBLE ASSETS		<u>1.66</u>	245.27	<u>2.84</u>	286.57
DEFERRED TAX ASSETS (NET)	2.25		117.07		115.04
LONG TERM LOANS AND ADVANCES	2.6		362.02		326.69
OTHER NON-CURRENT ASSETS:					
BANK BALANCES	2.7	35.94		123.06	
OTHERS		<u>5.75</u>	41.69	<u>7.83</u>	130.89
CURRENT ASSETS					
CURRENT INVESTMENTS	2.8	53.19		-	
INVENTORIES		2.86		2.00	
TRADE RECEIVABLES		1,425.32		1,092.26	
CASH AND BANK BALANCES		4,137.55		3,805.19	
SHORT-TERM LOANS AND ADVANCES		158.95		208.62	
OTHER CURRENT ASSETS		<u>616.43</u>	6,394.30	<u>490.24</u>	5,598.31
TOTAL			<u><u>7,160.35</u></u>		<u><u>6,457.50</u></u>
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS		1 & 2			

(S D KHERDEKAR)
Chief Executive Officer
PAN: ADQPK1440B

(SUDERSHAN GUPTA)
Director
DIN: 00813955

(A K PURWAHA)
Chairman
DIN: 00165092

As per our report of even date attached
For KAPOOR GOYAL & CO
Chartered Accountants
Firm Regn. No. 001370N

(TARUN KAPOOR)
Partner
M.No.095949

Place: New Delhi
Date: May 14, 2015



Statement of Profit & Loss

FOR THE YEAR ENDED 31ST MARCH 2015

(₹ IN LAKHS)

PARTICULARS	NOTE NO.	2014-15	2013-14
A. REVENUE			
I. REVENUE FROM OPERATIONS	2.9	3,440.43	2,763.00
II. OTHER INCOME	2.10	488.90	444.88
TOTAL REVENUE (I + II)		3,929.33	3,207.88
B. EXPENSES			
MANPOWER SERVICES	2.11	875.67	769.28
EMPLOYEE BENEFIT EXPENSE	2.12	799.65	732.78
DEPRECIATION AND AMORTIZATION EXPENSE	2.13	48.91	18.55
OTHER EXPENSES :	2.14		
FACILITIES		142.03	128.75
CORPORATE COSTS		40.03	25.22
OTHERS COSTS		684.33	561.44
TOTAL EXPENSES		2,590.62	2,236.02
PROFIT FOR THE YEAR (A-B)		1,338.71	971.86
LESS: PRIOR PERIOD ADJUSTMENTS (NET)	2.26	—	13.81
PROFIT BEFORE TAX		1,338.71	958.05
LESS : TAX EXPENSE			
CURRENT TAX		463.71	332.70
DEFERRED TAX		(0.90)	(8.61)
PRIOR PERIOD TAX ADJUSTMENTS (NET):			
CURRENT TAX		—	(2.10)
DEFERRED TAX		—	—
PROFIT AFTER TAX		875.90	636.06
EARNING PER SHARE (IN ₹)-FACE VALUE ₹100/- per share	2.32		
(1) BASIC		875.90	636.06
(2) DILUTED		875.90	636.06

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1 & 2

(S D KHERDEKAR)
Chief Executive Officer
PAN: ADQPK1440B

(SUDERSHAN GUPTA)
Director
DIN: 00813955

(A K PURWAHA)
Chairman
DIN: 00165092

As per our report of even date attached
For KAPOOR GOYAL & CO
Chartered Accountants
Firm Regn. No. 001370N

(TARUN KAPOOR)
Partner
M.No.095949

Place: New Delhi
Date: May 14, 2015

Cash Flow Statement

FOR THE YEAR ENDED ON 31ST MARCH, 2015

(₹ IN LAKHS)

	Year ended on 31.03.2015	Year ended on 31.03.2014
A Cash Flow from Operating Activities		
Net Profit before Tax And Prior Period Items	1,338.71	971.86
Adjustment for :		
Depreciation and Amortization	48.91	18.55
Provision for Post Retirement & Long Term Benefits	63.33	65.16
Provision for Doubtful Debts/Advances	(70.58)	4.48
Interest Income	(393.58)	(383.89)
Dividend Income	(5.67)	(4.64)
Capital Loss on sale of MF units	—	0.19
Operating Profit before Working Capital Changes	981.12	671.71
Adjustment for :		
Debtors	(265.98)	109.82
Other Current Assets	(87.64)	0.13
Loans & Advances	39.38	(102.34)
Inventories	(0.86)	0.23
Work-in-progress	(1.00)	0.11
Trade Payables And Other Liabilities	132.70	(78.54)
Cash Generated from Operations	797.72	601.12
Direct Taxes Paid	(378.15)	(350.79)
Cash Flow before Prior Period items	419.57	250.33
Prior period items	—	(13.81)
Net Cash Flow from Operating Activities	A 419.57	236.52
B Cash Flow from Investing Activities		
Payments Towards Capital Expenditure	(10.94)	(7.02)
Interest Income	358.13	365.74
Dividend Income	5.67	4.64
Changes in Term Deposit Over Three Months Original Maturity	(264.16)	(145.35)
Current Investments (Net)	(53.19)	15.00
Net Cash Flow from Investing Activities	B 35.51	233.01
C Cash Flow from Financing Activities		
Dividend Paid	(400.00)	(400.00)
Tax on Dividend	(73.98)	(67.98)
Net Cash Flow from Financing Activities	C (473.98)	(467.98)



Cash Flow Statement (Contd.)

FOR THE YEAR ENDED ON 31ST MARCH, 2015

(₹ IN LAKHS)

	Year ended on 31.03.2015	Year ended on 31.03.2014
Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(18.90)	1.55
Opening Balance (Cash and Cash Equivalents)	81.79	80.24
Closing Balance (Cash and Cash Equivalents)	62.89	81.79
Notes :		
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 "Cash Flow Statement".		
2. Cash and Cash Equivalents represents :		
Cash on Hand	0.05	0.09
Balances with Banks in Current Accounts	62.84	81.70
	62.89	81.79
3. Previous year's figures have been regrouped wherever necessary in order to conform to this year presentation.		

(S D KHERDEKAR)
Chief Executive Officer
PAN: ADQPK1440B

(SUDERSHAN GUPTA)
Director
DIN: 00813955

(A K PURWAHA)
Chairman
DIN: 00165092

As per our report of even date attached
For KAPOOR GOYAL & CO
Chartered Accountants
Firm Regn. No. 001370N

(TARUN KAPOOR)
Partner
M.No.095949

Place: New Delhi
Date: May 14, 2015

Significant Accounting Policies and Notes to Accounts for the Year Ended March 31, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 The accounts are prepared on historical cost concept based on accrual method of accounting as a going concern, and consistent with generally accepted accounting principles in accordance with the mandatory accounting standards and disclosure requirements as per the provisions of the Companies Act, 2013.

1.2 INCOME FROM SERVICES RENDERED IS ACCOUNTED FOR:

- (a) In case of cost plus/rate basis jobs, on the basis of amount billable under the contracts.
- (b) In case of lump sum contracts, as proportion of actual direct costs of the work to date to the latest estimated total direct costs of the work, and
- (c) In case of contracts providing for a percentage fees on equipment / material value/ project cost, on the basis of physical progress as certified up to the closing date of accounting year.

1.3 WORK-IN-PROGRESS

- I) Cost of jobs are carried forward as Work-in-Progress for which:
 - (a) The terms of remuneration receivable by the company have not been settled and/ or scope of work has not been clearly defined and therefore, it is not possible in the absence of settled terms to determine whether there is a profit or loss on such jobs. However, in cases where minimum undisputed terms have been agreed to by the clients, income has been accounted for on the basis of such undisputed terms though the final terms are still to be settled.
 - (b) The terms have been agreed to at lump sum basis but the physical progress is less than 25% of the job.
- II) Work-in-Progress is valued at direct cost.

1.4 CASH & CASH EQUIVALENT

- i) Cash comprises cash on hand and demand deposits i.e. balances held with banks in current accounts for unrestrictive use;
- ii) Cash equivalents are short term, highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value. The company considers unrestrictive time deposits with banks having an original maturity of three months or less as cash equivalent.

1.5 FIXED ASSETS

Fixed assets are stated at cost, which comprises of purchase price, duties, levies and any directly attributable cost of bringing the assets to their working condition.

1.6 IMPAIRMENT OF ASSETS

Impairment of cash generating assets are reviewed for impairment whenever an event or changes in circumstances indicate that carrying amount of such assets may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of assets. If it is found that some of the impairment losses already recognized needs to be reversed the same are recognized in the statement of Profit & Loss Account in the year of reversal.

1.7 DEPRECIATION :

- (a) Depreciation on Fixed Assets is charged on straight-line method on the basis of estimated economic lives prescribed under Schedule II of the Companies Act, 2013.
- (b) In case of software straight line method and life expectancy of three years is considered.
- (c) In case of assets where actual cost does not exceed Rupees Five Thousands, 100% depreciation is provided.
- (d) 100% depreciation is provided on library books, being low value items.
- (e) Leasehold properties are amortized at rates based on the period of lease, or estimated economic lives prescribed under Scheduled II of the Companies Act, 2013, whichever is higher.

1.8 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are liabilities involving substantial degree of estimation are recognized when there is a present obligation as a result of past event having probability of outflow of resources and a reliable estimate can be made of such an obligation. Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

1.9 RETIREMENT/OTHER LONG TERM EMPLOYEE BENEFITS

- (a) Contribution in respect of Provident Fund, a defined contribution plan, is deposited to Regional Provident Fund Commissioner. The company's contribution to Provident Fund is charged to Profit and Loss Account of the year.
- (b) Liability in respect of carried forward leave being defined benefit plan is recognized on the basis of actuarial valuation.
- (c) Liability in respect of Gratuity, a defined benefit plan, is being paid to a fund managed by LIC and administered through a separate irrevocable trust set up by the company. Difference between the fund value and accrued liability based on actuarial valuation at the end of the year is charged to Profit & Loss Account.
- (d) Liability in respect of other long term/terminal employee benefits, being defined benefit plans, is recognized on the basis of actuarial valuation.

1.10 FOREIGN CURRENCY TRANSACTIONS

- a) Current Assets and Current Liabilities are being recorded at the rates in force when transaction takes place. However these are re-stated at the year-end at Bank's closing rates. Exchange fluctuation is accounted for in Profit and Loss Account.
- b) Foreign currency transactions in relation to revenue and expenditure have been accounted for at predetermined average monthly rates based on market rates for preceding month.
- c) Gain / Loss arising out of fluctuations in Exchange Rate for the transactions settled during the accounting period is accounted for in the Profit and Loss Account of the relevant year.

1.11 INCOME TAX

- a) Income Tax is provided on the taxable income determined as per income tax laws.
Deferred tax assets/liability is recorded for timing difference as per Accounting Standard 22 issued by the Institute of Chartered Accountants of India.
- b) Tax on dividend distributed/paid is provided at the prevailing Income Tax rates.

1.12 INVESTMENT

Long-term investments are stated at cost. Cost includes commission, transfer charges and related direct expenses. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline.

Current Investments i.e. investments which are intended to be held for not more than twelve months from the date of investment are carried at the lower of cost or market value.

2. Notes to accounts for the year ended 31st March, 2015

2.1) Share Capital :

The Company at present is having only one class of share capital, i.e., equity share capital. The requisite disclosure in respect of share capital are as under :

	(₹ IN LAKHS)	
	as at 31 st March, 2015	as at 31 st March, 2014
AUTHORISED		
200,000 Equity Shares of Par Value of ₹100 each (200,000 Equity Shares of Par Value of ₹100 each)	200.00	200.00
ISSUED, SUBSCRIBED AND PAID UP*		
100,000 Equity Shares of Par Value of ₹100 each fully paid up (100,000 Equity Shares of Par Value of ₹100 each fully paid up)	100.00	100.00
*All shares are held by Holding Company- ENGINEERS INDIA LTD. and its Nominees	100.00	100.00

2.2) Reserves & Surplus:

The Classification of Reserves & Surplus disclosing therein Appropriation/Allocation/Transfers is as under :

	(₹ IN LAKHS)	
	as at 31 st March, 2015	as at 31 st March, 2014
A. GENERAL RESERVE		
Balance As Per Last Balance Sheet	5,472.84	5,358.94
Less : Transfer to Depreciation Reserve	2.20	—
Add: Transferred from Profit & Loss Account	345.70	113.90
	5,816.34	5,472.84
B. PROFIT & LOSS ACCOUNT		
Balance As Per Last Balance Sheet	—	—
Add: Transferred from Statement of Profit and Loss	875.90	636.06
Less: Interim Dividend	200.00	200.00
Less : Proposed Dividend	250.00	200.00
Less : Tax on Interim/ Proposed Dividend	90.88	67.98
Add : Transferred from CSR Activity Reserve	34.55	—
Less : Transfer to CSR Activity Reserve	23.87	54.18
Less : Transfer to General Reserve	345.70	113.90
	—	—
C. CSR ACTIVITY RESERVE		
Balance As Per Last Balance Sheet	54.18	—
Less: Transfer to Profit & Loss Account	34.55	—
Add: Transferred from Profit & Loss Account	23.87	54.18
	43.50	54.18
	5,859.84	5,527.02

2.3) Non-Current Liabilities:

The Disclosure of Non-Current Liabilities including their sub-classification into major heads is as under :

	(₹ IN LAKHS)	
	as at 31 st March, 2015	as at 31 st March, 2014
A) Other Long Term Liabilities		
Security Deposits & Retentions	—	3.80
B) Long Term Provisions		
Employees' Post Retirement/Long Term Benefits	294.16	241.84



2.4) Current Liabilities:

The Disclosure of Current Liabilities including their sub-classification into major heads is as under :

	(₹ in Lakhs)	
	as at 31 st March, 2015	as at 31 st March, 2014
A) Trade Paybles	136.83	128.79
B) Other Current Liabilities		
Security Deposits & Retentions	15.63	12.00
Advances Received from Clients	27.07	20.84
Unearned Income Billed to Clients	118.21	10.68
Service Tax Payable	2.92	3.74
Other Payables :		
Withholding for Employees including Employers' Contribution	—	9.14
Withholding for Income Taxes	11.56	10.73
Accrued Employee Benefits	60.52	44.97
Others	21.50	16.85
	93.58	81.69
	257.41	128.95
C) Short Term Provisions		
Employees' Post Retirement/Long Term Benefits	42.07	31.06
Provision for Taxation	463.71	332.70
Less: Advance Income Tax	294.56	270.65
Proposed Dividend	250.00	200.00
Tax on Dividend	50.89	33.99
	512.11	327.10

2.5) Fixed Assets

The disclosure of Fixed Assets including their sub-classification into major heads are as under :

(₹ in Lakhs)

Particulars	Gross Block				Depreciation **				Net Block	
	As on 31-Mar-2014	Additions for the year	Sold/ Adj	As on 31-Mar-2015	Dep upto 31-Mar-2014	Dep for the Year	Earlier year's Depreciation Adj/ Write-off	Total Dep as on 31-Mar-2015	WDV as on 31-Mar-2015	WDV as on 31-Mar-2014
Tangible Assets as at 31-Mar-2015										
Vehicles	5.41	—	—	5.41	1.20	0.97	—	2.17	3.24	4.20
Office equipment	16.05	1.39	0.03	17.41	4.66	9.05	0.03	13.68	3.73	11.39
Furniture & Fixtures	59.93	0.30	—	60.23	25.85	16.09	—	41.94	18.29	34.08
Leasehold Property*	231.78	—	—	231.78	25.76	3.94	—	29.70	202.08	206.02
Air Conditioners	21.85	—	—	21.85	6.39	8.48	—	14.87	6.98	15.46
Library Books	2.42	—	—	2.42	2.42	—	—	2.42	—	—
Computers	62.96	8.98	—	71.94	50.38	12.26	—	62.64	9.30	12.58
Total	400.40	10.67	0.03	411.04	116.66	50.79	0.03	167.42	243.61	283.73
Previous Year	395.35	5.05	—	400.40	99.39	17.28	—	116.67	283.73	295.96
*Acquired from CIDCO Ltd. on 60 years lease basis										

Intangible Assets as at 31-Mar-2015										
Software	18.55	0.27	—	18.82	15.71	1.45	—	17.16	1.66	2.84
Total	18.55	0.27	—	18.82	15.71	1.45	—	17.16	1.66	2.84
Previous Year	16.58	1.97	—	18.55	14.44	1.27	—	15.71	2.84	2.13
** Depreciation for the year includes ₹3.33 Lacs additional Depreciation adjusted with General Reserve in terms of Schedule II of the Companies Act, 2013 for Assets whose useful remaining life as on 1 st April, 2014 was NIL.										

**2.6) Long Term Loans & Advances :**

The Disclosure of Long Term Loans & Advances including their sub-classification into major heads is as under :

(₹ in Lakhs)

	as at 31 st March, 2015		as at 31 st March, 2014	
a) Security Deposit - Unsecured (Considered -Good)		78.08		64.33
b) Other Loans & Advances				
(Advances Recoverable in Cash or in Kind or for Value to be received) - Unsecured- Considered Good				
Loans & Advances to Employees	—		—	
Prepaid Expenses	0.06	0.06	0.02	0.02
Advance Income Tax	2,341.16		1,986.92	
Less:- Provision for Taxation	2,069.11	272.05	1,736.41	250.51
Advance Fringe Benefit Tax	60.43		60.43	
Less:- Provision for Fringe Benefit Tax	48.60	11.83	48.60	11.83
		362.02		326.69

2.7) Other Non - Current Assets

The Disclosure of other Non Current Assets including their sub-classification into major heads is as under :

(₹ in Lakhs)

	as at 31 st March, 2015		as at 31 st March, 2014	
Bank Balances				
Non-Current Bank Deposits		35.94		123.06
Includes ₹35.94 Lakhs (₹123.06 Lakhs)				
Held under Lien against Bank Guarantees				
		35.94		123.06
Others				
Interest accrued on non-current bank deposits		5.71		7.75
Interest accrued - Others		0.04		0.08
		5.75		7.83

2.8) Current Assets :

The Disclosure of Current Assets including their sub-classification in major heads is as under :

(₹ in Lakhs)

	as at 31 st March, 2015		as at 31 st March, 2014	
Current Investments (Lower of Cost or Net Realisable value)				
<u>Other Than Trade (Unquoted)</u>				
5307.325 units (Prev. Year NIL units) of UTI		53.19		—
Treasury Advantage Fund				
(Face Value ₹1000/- Per Unit), valued at cost		53.19		—
Inventories (Lower of cost or Net Realisable value)		2.86		2.00
Trade Receivables (Unsecured)				
Trade Receivable Outstanding for a period exceeding six months from the date they are due for payment:				
Considered Good	373.12		330.98	
Considered Doubtful	65.30		132.38	
	438.42		463.36	
Less: Provision for Doubtful Debts	65.30		132.38	
	373.12		330.98	
Other Trade Receivable:Considered Good	1,052.20	1,425.32	761.28	1,092.26

(₹ in Lakhs)

as at 31st March, 2015as at 31st March, 2014**Cash and Bank Balance****Cash and Cash Equivalents**

Cash on Hand	0.05		0.09	
Balances with Banks in Current Accounts	62.84		81.70	
		62.89		81.79

Other Bank Balances

Balances with Banks in Deposit Accounts other than having original maturity of 3 months or less but are due for maturity within 12 months of Balance Sheet Date.*		4,074.66		3,723.40
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*Includes ₹232.67 Lakhs (₹143.40 Lakhs)

Held under Lien against Bank Guarantees

*Includes Bank Deposits having more than 12 months original maturity of ₹1105.56 Lakhs (₹475.90 Lakhs)

	4,137.55		3,805.19
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Short Term Loans & Advances**a) Security Deposit**

Unsecured-Considered Good	136.64		171.36	
Unsecured-Considered Doubtful	—		3.50	
	136.64		174.86	
Less : Provision for Doubtful Deposits	—	136.64	3.50	171.36

b) Other Loans & Advances

Advances Recoverable in Cash or in Kind or for Value to be Received (Unsecured - Considered Good)

Loans & Advances to Employees	7.62		13.55	
Prepaid Expenses	3.60		3.53	
Others	11.09	22.31	20.18	37.26
		158.95		208.62

Other Current Assets

Work in Progress*		1.71		0.71
Interest accrued on current bank deposits		253.88		216.34
Interest Accrued- Others		0.04		0.03
Unbilled Income		360.80		273.16
		616.43		490.24

*As taken, valued and certified by Management

2.9) Revenue from Operations :

The Details of Revenue from Operations into various Categories is disclosed as under :

	(₹ in Lakhs)	
	2014-15	2013-14
Revenue from Operations	3,439.43	2,763.11
Changes in work-in-progress		
Closing Work-in-Progress	1.71	0.71
Less:Opening Work-in-Progress	0.71	0.82
TOTAL	3,440.43	2,763.00

2.10) Other Income

The Details of Other Income into various categories is disclosed as under :

	(₹ in Lakhs)	
	2014-15	2013-14
Interest Earned (Gross)		
On Bank Deposits	393.58	383.89
Dividend from Current Investments	5.67	4.64
Provision for Doubtful Debts No Longer Required Written Back	89.62	6.90
Provision for Unspent CSR No Longer Required Written Back	—	47.86
Income From Sale of Assets	0.03	—
Foreign Exchange Difference	—	1.59
TOTAL	488.90	444.88

Expenses

The Details of expenses under various heads as per their nature is as given below :

	(₹ in Lakhs)	
	2014-15	2013-14
2.11) Manpower Services	<u>875.67</u>	<u>769.28</u>
2.12) Employee Benefit Expense		
Salaries and Allowances	722.98	659.76
Contribution Towards Employees' Pension and Provident Fund and Administration Charges Theron	57.73	52.65
Staff Welfare	10.56	7.11
Contribution to Gratuity Fund	8.38	13.26
	<u>799.65</u>	<u>732.78</u>
2.13) Depreciation and Amortization Expense	<u>48.91</u>	<u>18.55</u>



(₹ in Lakhs)

2014-15

2013-14

2.14) Other Expenses**a) Facilities**

Rent - Residential Accomodation	43.79		41.95	
Less: Recovered	3.83	39.96	2.59	39.36
Rent (Office)		36.83		33.45
Electricity & Water		21.92		16.77
Repairs to Building		2.32		2.19
Other Repairs and Maintenance		30.52		28.12
Insurance		6.53		6.34
Hire Charges - Office Equipment		3.95		2.52
		<u>142.03</u>		<u>128.75</u>

b) Corporate Cost

Bank Charges		2.78		4.46
Sitting Fees To Independent Director		0.90		1.00
Publicity		6.62		7.10
Entertainment		5.60		5.98
Remuneration to Auditors				
- Audit Fees	1.00		1.00	
- Tax Audit Fees	0.20		0.20	
- Certification	0.13		0.98	
- Out of Pocket Expenses & Service Tax	1.12	2.45	1.46	3.64
Filing Fee		0.30		0.26
Licences & Taxes		20.09		0.41
Legal & Professional Charges		1.29		2.37
		<u>40.03</u>		<u>25.22</u>

c) Other Costs

Travel & Conveyance	502.22			484.41
Printing, Stationery & General Office Supplies	10.09			11.58
Newspapers and Periodicals	0.13			0.07
Postage & Telecommunications	14.63			15.03
Capital Loss on sale of MF units	—			0.19
Courier, Transportation & Handling	3.91			4.10
Provision for Doubtful Debts	19.05			11.38
Bad Debts/Advances Written Off	78.95			—
Foreign Exchange Difference	3.86			—
Corporate Social Responsibility Expenditure	34.55			16.69
Training Expenses	4.02			7.54
Other Miscellaneous Expenses	12.92			10.45
	<u>684.33</u>			<u>561.44</u>

TOTAL**2,590.62****2,236.02**

2.15 Contingent Liabilities

- a) Income Tax assessments have been completed upto the A.Y.2012-2013. Tax liability, if any, in respect of pending assessment for subsequent assessment years upto assessment year 2014-15 cannot be ascertained. Due taxes on self assessment basis have been paid.
- b) The Company has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) amounting to ₹91.91 Lakhs for the assessment year 2012-13.
- c) The Company has filed an appeal with commissioner of Income Tax (Appeal) for an amount of ₹1.31 Lakh against the order of Assessing Officer u/s 143(3) for the Assessment Year 2011-12.
- d) The Company has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) and other processing mistakes amounting to ₹42.63 Lakhs for the assessment year 2011-12.
- e) The Company has filed a reply to show cause notice cum demand of ₹227.47 Lakhs created by Commissioner, Service Tax, Mumbai on 27th November, 2009, covering the period from April, 2004 to March, 2009.
- f) The Company has filed a reply to show cause notice cum demand of ₹3.21 Lakhs created by Commissioner, Service Tax, Mumbai on 29th October, 2010, covering the period from April, 2009 to March, 2010.
- g) The Company has filed a reply to show cause notice cum demand of ₹8.92 Lakhs created by Additional Commissioner, Service Tax, Mumbai on 18th October, 2011 covering the period from April, 2010 to March, 2011.
- h) The Company has filed a reply to show cause notice cum demand of ₹20.91 Lakhs created by Additional Commissioner, Service Tax, Mumbai on 8th November, 2012 covering the period from April, 2011 to March, 2012.
- i) The Company has filed a reply to show cause notice cum demand of ₹0.40 Lakhs created by Additional Commissioner, Service Tax, Mumbai on 12th June, 2014 covering the period from April, 2012 to March, 2013.
- j) Navi Mumbai Municipal Corporation (NMMC) vide their notice dated 4th March, 2015, has claimed ₹43.90 Lakhs as outstanding property tax for the property at CBD Belapur Station (Head Office). In reply, the Company has requested the concerned authority to carry out assessment of property tax, and raise bills accordingly. It has also been stated that pending assessment of property tax and generation of supporting bills towards the claim, no delayed payment charges are leviable.

The Company has already paid property tax on self-assessment basis for the period upto 31st March, 2015, pending assessment of property tax, prior to receipt of the said notice. On the strength of a legal opinion obtained in this regard and internal review, the Company is confident that payment already made is adequate in the given circumstances, and no provision towards outstanding property tax is necessary.

2.16 Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided in accounts ₹ NIL (NIL).

- 2.17 Guarantees issued by Banks and outstanding as on 31st March 2015 ₹301.48 Lakhs (₹281.50 Lakhs).
- 2.18 Balances of Sundry Debtors, Sundry Creditors, Loans and Advances, Security Deposits etc., whether in debit or credit are subject to confirmation and reconciliation. Amounts, which may remain unrecovered, shall be written off at the time of final settlement.
- 2.19 a) The Company has a Memorandum of Understanding with Engineers India Limited (The Holding Company) for utilizing their facilities like providing manpower, office space and other facilities etc. The MOU provides level based fixed man hour/ man-day rates for EIL employees on cost plus overhead basis and fixed annual cost towards space, infrastructure and facilities etc.
- a) The company also has a Memorandum of Understanding with Engineers India Limited for providing manpower services to EIL at actual cost plus margin.
- 2.20 In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the amount due to these enterprises are required to be disclosed. These enterprises are required to be registered under that Act. In the absence of the information about their registration, the required information cannot be stated.
- 2.21 In the opinion of the Management, the Current Assets, Loans and Advance have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and all the known liabilities have been provided for.
- 2.22 The movement in provision for doubtful debts and deposits during the year is as follows:

(₹ in lakhs)

	2014-15	2013-14
Opening Balance	135.87	131.39
Add : Amount provided during the year	19.05	11.38
Less : Amount written back during the year	89.62	6.90
Closing Balance	65.30	135.87



2.23 The Company operates in the nature of service towards Certification and Third Party Inspection jobs, which comes under single segment. Hence segment reporting requirements under AS-17 issued by The Institute of Chartered Accountant of India are not applicable.

2.24 RELATED PARTY DISCLOSURE

(a) The names of related parties as identified in accordance with provisions of the Accounting Standard – 18 “Related Party Disclosure”:-

S. No.	NAME OF THE RELATED PARTY		NATURE OF RELATIONSHIP
1.	ENGINEERS INDIA LIMITED		HOLDING COMPANY
2.	KEY MANAGEMENT PERSONNEL A. Mr. A.K.PURWAHA B. Mr. SANJAY GUPTA C. Mr. ADIT JAIN (upto 27.08.14) D. Dr. J.P. GUPTA E. Mr. SUDERSHAN GUPTA F. Mr. S. D. KHERDEKAR	Chairman Director Director Director Director CEO	C&MD in EIL Director in EIL Director in EIL Director in EIL ED in EIL ED in EIL

(b) (1) RELATED PARTY TRANSACTIONS

During the year ended 31st March 2015, the company had following transactions with related parties:

(₹ in Lakhs)

Name of related party	Particulars	Relationship	Amount	Payable/ Receivable as on 31.3.15
Engineers India Limited	Purchase of Professional & Technical services and Facilities	Holding Company	273.06 (330.26)	Payable 22.65 (35.18)
-do-	Execution of contract for services	-do-	405.79 (231.10)	Receivable 137.23 (38.83)
-do-	Dividend (Interim & Final)	-do-	400.00 (400.00)	

(2) Director's Remuneration:

Sitting Fees paid to part time Directors ₹ 0.90 Lakhs (₹1.00 Lakh)

(c) Chief Executive Officer of the Company is on deputation from EIL (Holding Company) and the salary for which is paid by Engineers India Limited. EIL raises monthly bills on the basis of manhour cost as per agreement with the company which are accounted for as professional charges, under the head “Manpower Services”.

2.25 Deferred Tax Assets (Net):

As per Accounting Standard (AS-22) “Accounting for taxes on income”, the major components of deferred tax assets and liabilities arising on account of timing differences are:

(₹ in Lakhs)

S.No.	Particulars of Deferred Tax Assets / (Liabilities)	Upto 31-03-2014	For the year 2014-15	As on 31-03-2015
A.	Deferred Tax Assets			
1.	Provision for Leave Encashment	95.09	20.09	115.18
2.	Provision for Doubtful Debts/Advances	46.18	(23.58)	22.60
3.	Provision for Long Service Awards	4.24	0.74	4.98
4.	Provision for Leave Encashment & PF for pay revision	0.40	—	0.40
5.	Compensatory Off- Offshore/ Leave	7.66	(3.72)	3.94
	Total	153.57	(6.47)	147.10
B.	Deferred Tax Liabilities			
1.	Depreciation**	38.53	(8.50)	30.03
C.	Net Deferred Tax Asset/ (Liabilities)	115.04	2.03	117.07

** Includes ₹1.13 Lakh recognized for the amount adjusted from General Reserve in respect of assets whose life have been completed as on 1 April 2014.

2.26 Prior period items net debit of NIL (net Debit of ₹13.81 Lakhs) shown under prior period adjustments are as detailed below:

Prior Period Income

(₹ in Lakhs)

	2014-15	2013-14
Prev years Exp reversal- others	—	—
Total (A)	—	—

Prior Period Expenditure

(₹ in Lakhs)

	2014-15	2013-14
Previous years Income reversal	—	—
Depreciation	—	—
Compensatory Off- Offshore	—	13.81
Total(B)	—	13.81
TOTAL(A-B)	—	(13.81)

- 2.27 CSR Activity Reserve amounting to ₹43.50 Lakhs (₹54.18 Lakhs) under Head Reserves & Surplus (Note : 2.2) represents unspent amount out of amounts set aside for meeting social obligations as per Department of Public Enterprise guidelines and the Companies Act 2013 for Corporate Social Responsibility.
- 2.28 Pursuant to applicability of Companies Act, 2013 from accounting period commencing after 1 April, 2014, the Company has re-calculated depreciation with reference to the estimated economic lives of fixed assets prescribed by Schedule II to the Companies Act, 2013 or actual useful life of assets, whichever is lower. Due to above, in case any asset whose life has been completed as on 1 April 2014, the carrying value, net of residual value thereof has been adjusted from the General Reserve and in other cases additional depreciation due to revised useful lives of the assets has been recognized in the Statement of Profit and Loss. Due to above, the amount adjusted from Reserve (net of deferred tax) was ₹2.20 Lakhs and additional depreciation charge during the current year ₹32.24 Lakhs respectively.
- 2.29 There is no impairment of cash generating assets during the year in terms of AS-28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India.
- 2.30 Liability in respect of 'Performance Related Pay', amounting to ₹47.97 Lakhs (₹17.44 Lakhs) for the employees for the year ended on 31st March, 2015 has been estimated and provided based on scheme formulated in accordance with DPE Guidelines, based upon certain ranking parameters.

2.31 Retirement Benefits

The disclosures required under Accounting Standard (AS-15) "Employee Benefits" are given below:

Defined contribution plan

The amount recognized as expense in defined contribution plan is as under:

Particular	Expenses recognized in Year ended 31.03.15	Expenses recognized in Year ended 31.03.14
Contributory Provident Fund and Employee Pension Scheme 1995	₹57.73 Lakhs	₹52.65 Lakhs

Defined Benefit Plan

The Company is having following defined benefit plans:

- Gratuity (Funded)
- Leave Encashment (Unfunded)
- Long Service Awards (Unfunded)

The liabilities in respect of these items are provided for as per actuarial valuation. The amount of expenditure in respect of leave encashment (unfunded) and Long Service Awards (Unfunded) are of such size, nature or incidence that a specific disclosure is not needed as per para 132 of AS-15 (Revised). However, the required disclosure as per Accounting Standard AS-15 (Revised) in respect of gratuity (Funded) – defined benefit plan are given below:

(₹ in Lakhs)

Gratuity (Funded)	As on 31.03.2015	As on 31.03.2014
a) Actuarial Assumptions		
Discount rate	8.00%	8.00%
Expected rate of return on assets	9.00%	8.75%
Expected rate of future salary increase	10.00%	10.00%
b) Reconciliation of opening and closing balances of present value of Defined Benefit obligation		
Present value of obligations as at beginning of year	116.62	96.83
Interest cost	9.33	7.75
Current Service Cost	9.40	11.75
Benefits paid	—	(2.16)
Actuarial (gain)/loss on Obligations	1.20	2.45
Present value of obligations as at end of year	136.54	116.62
c) Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets as beginning of year	115.73	93.62
Expected return on plan assets	12.17	9.31
Contributions	19.60	14.95
Benefits paid	—	(2.16)
Actuarial Gain/(loss) on plan assets	NIL	NIL
Fair value of plan assets at the end of year	147.50	115.73
d) Fair value of plan assets as on 31.03.2015		
Fair value of plan assets at beginning of year	115.73	93.62
Actual return on plan assets	12.17	9.31
Contribution	19.60	14.95
Benefits paid	—	(2.16)
Fair value of plan assets at the end of year	147.50	115.73
Funded status	10.96	(0.89)
Excess of Actual over estimated return on plan Assets	NIL	NIL
e) Actuarial Gain/Loss recognized for the year 2014-15		
Actuarial Gain/(Loss) for the year – Obligation	(1.20)	(2.45)
Actuarial Gain/Loss for the year – Plan assets	NIL	NIL
Total (gain)/Loss for the year	1.20	2.45
Actuarial (gain)/Loss for the year	1.20	2.45
f) The amounts recognized in the balance sheet		
Present value of obligations as at the end of year	136.54	116.62
Fair value of plan assets as at the end of the year	147.50	115.73
Funded status	10.96	(0.89)
Net (Asset)/liability recognized in balance sheet	10.96	(0.89)
g) Expenses Recognized in statement of Profit & Loss		
Current Service Cost	9.40	11.75
Interest cost	9.33	7.75
Expected return on plan assets	(12.17)	(9.31)
Net actuarial (gain)/Loss recognized in the year	1.20	2.45
Expenses Recognized in statement of Profit & Loss	7.76	12.64

2.32 Earning Per Share (E.P.S.)

In terms of Accounting Standard-20 "Earning per Share", the requisite disclosures are as under:

Calculation of E.P.S.	2014-15	2013-14
A Net Profit for the year attributable to Equity Shareholders (₹ In Lakhs)	875.90	636.06
B Weighted average number of equity shares	100,000	100,000
C Basic and Diluted Earning per share (A)/(B)	₹875.90	₹636.06
D Nominal value per share	₹100	₹100

2.33 Other disclosures required under Companies Act. 2013

(₹ in Lakhs)

Particulars	For the year ended 31.03.15	For the year ended 31.03.14
a) CIF Value of Import:	NIL	NIL
i) Components and spare parts for office equipments.		
b) Expenditure incurred in foreign currency on account of:		
i) Know-how and professional fee	NIL	NIL
ii) Other matters (Foreign Travel)	107.52	88.37
c) Earning in foreign exchange towards professional fees.	42.97	50.21

2.34 In Significant Accounting Policies and Notes to Accounts, figures in brackets represent previous year figures, wherever year is not specified. Elsewhere figures in brackets represent negative figures.

2.35 Previous Year figures have been recast / regrouped / rearranged / reclassified wherever considered necessary to conform to the classification adopted for the current year.

Signatures to Significant Accounting Policies and Notes to Accounts

(S D KHERDEKAR)
Chief Executive Officer
PAN: ADQPK1440B

(SUDERSHAN GUPTA)
Director
DIN: 00813955

(A K PURWAHA)
Chairman
DIN: 00165092

As per our report of even date attached

For KAPOOR GOYAL & CO
Chartered Accountants
Firm Regn. No. 001370N

(TARUN KAPOOR)
Partner
M.No.095949

Place: New Delhi
Date: May 14, 2015



Comments of the Comptroller and Auditor General of India under section 143(6)(b) of the Companies Act, 2013 on the Financial Statements of Certification Engineers International Limited for the year ended 31st March 2015.

The preparation of financial statements of Certification Engineers International Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 14 May 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) of the Act of the financial statements of Certification Engineers International Limited for the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

For and on the behalf of the Comptroller
& Auditor General of India

(Suparna Deb)

Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-II
New Delhi

Place: New Delhi
Date: June 10, 2015

Directors' Report

The directors have pleasure in submitting their report and the audited financial statements for the year ended 31 December 2014.

Principal activity

The principal activity of the Company is the provision of technical services to the oil, gas and other industrial projects. The Company ceased its business operation in the financial year 2007.

Financial results

Loss after taxation

RM
13,978 /-

Dividends

No dividend has been paid or declared by the Company since the end of previous financial year. The directors also do not recommend any dividend payment in respect of the current financial year.

Reserves and provisions

There were no material transfers to or from reserves or provisions during the financial year.

Issue of shares and debentures

The Company did not issue any shares or debentures during the financial year.

Directorate

The directors in office since the date of last report are:-

ASHOK KUMAR PURWAHA

RAM SINGH

DR. SAMAD BIN SOLBAI

TAN HOR SENG

SANJAY GUPTA

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

Directors' benefits

Neither at the end of the financial year, nor at any time during the year, did there subsist any arrangement to which the Company or any of its related corporations was a party whereby the directors might acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors as shown in the financial statement) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a Company in which he has a substantial financial interest.

Other statutory information

- (a) Before the income statement and balance sheet were made out, the directors took reasonable steps :-
- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no known bad debts and that no provision for doubtful debts was necessary; and

- (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their value as shown in the accounting records of the Company have been written down to an amount which they might be expected so to realise.

- (b) At the date of this report, the directors are not aware of any circumstances :

- (i) which would render it necessary to write off any bad debts or to make any provision for doubtful debts in respect of the financial statements of the Company; and
- (ii) which would render the values attributed to current assets in the financial statements of the Company misleading, or
- (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate .

- (c) At the date of this report, there does not exist:

- (i) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person.
- (ii) any contingent liability of the Company which has arisen since the end of the financial year.

- (d) No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Company to meet its obligations as and when they fall due.

- (e) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading

- (f) In the opinion of the directors,

- (i) the results of the Company's operations during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature;
- (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Company for the current financial year.

Holding Company

The Directors' regard Engineers India Limited, a company incorporated in the Republic of India, as the ultimate holding company of the Company.

Auditors

Messrs. Sundar & Associates have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 11 February 2015.

RAM SINGH
Director
Kuala Lumpur

DR. SAMAD BIN SOLBAI
Director



Statement by Directors

Pursuant to Section 169 (15) of the Companies Act, 1965

We, Ram Singh and Dr. Samad Bin Solbai, being two of the directors of EIL ASIA PACIFIC SDN. BHD., do hereby state that, in the opinion of the directors, the accompanying balance sheet and statements of income, cash flows and changes in equity are drawn up in accordance with Private Entity Reporting Standards issued by the Malaysian Accounting Standards Board and the provisions of the Companies Act, 1965 so as to give a true and fair view of the state of affairs of the Company as at 31 December 2014 and of the results and the cash flows of the Company for the year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 11 February 2015.

RAM SINGH
Director
Kuala Lumpur

DR. SAMAD BIN SOLBAI
Director

Statutory Declaration

I, Ram Singh, being the director primarily responsible for the accounting records and financial management of EIL ASIA PACIFIC SDN.BHD., do solemnly and sincerely declare that the accompanying balance sheet and statements of income, cash flows and changes in equity are to the best of my knowledge and belief correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed at Petaling Jaya Selangor Darul Ehsan this 11 February 2015.

70 Jalan SS2/60
47300 Petaling Jaya
Selangor

Ram Singh
Before me,
Commissioner for Oaths

Independent Auditors' Report to the Members of EIL Asia Pacific Sdn. Bhd. (290200-W)

Report on the Financial Statements

We have audited the financial statements of **EIL ASIA PACIFIC SDN. BHD.**, which comprise the balance sheet as at 31 December 2014, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 8 to 17.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with Private Entity Reporting Standards and the Companies Act 1965 in Malaysia, and for such internal control as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Private Entity Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as of 31 December 2014 and of its financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

SUNDAR & ASSOCIATES
AF No: 1127
Chartered Accountants (M)

SUNDARASAN A/L ARUMUGAM
1876/02/16(J/PH)
Chartered Accountant (M)

Place: Petaling Jaya
Date: February 11, 2015



Income statement

for the year ended 31st December 2014

	Notes	2014 RM	2013 RM
Revenue	3 (i)	—	—
Other income		6,503	6,898
Other operating expenses		(18,855)	(18,489)
Loss before taxation	4	(12,352)	(11,591)
Taxation	5	(1,626)	(1,725)
Loss after taxation		(13,978)	(13,316)

The annexed notes form an integral part of these financial statements.

Balance sheet

as at 31st December 2014

	Notes	2014 RM	2013 RM
Non-current asset			
Plant and equipment	6	—	2
Current assets			
Other receivables		485	481
Fixed deposit with a licensed bank		212,798	206,300
Cash and bank balances		12,255	35,014
		<u>225,538</u>	<u>241,795</u>
Current liabilities			
Accrued liabilities		5,936	8,318
Taxation		126	25
		<u>6,062</u>	<u>8,343</u>
Net current assets		219,476	233,452
		<u>219,476</u>	<u>233,454</u>
Financed by :			
Share capital	8	250,000	250,000
Accumulated losses		<u>(30,524)</u>	<u>(16,546)</u>
		<u>219,476</u>	<u>233,454</u>

The annexed notes form an integral part of these financial statements.



Statement of changes in equity

for the year ended 31st December 2014

	Share capital RM	Accumulated losses RM	Total RM
Balance as at 1 January 2014	250,000	(16,546)	233,454
Loss after taxation	—	(13,978)	(13,978)
Balance as at 31 December 2014	<u>250,000</u>	<u>(30,524)</u>	<u>219,476</u>
Balance as at 1 January 2013	250,000	(3,230)	246,770
Loss after taxation	—	(13,316)	(13,316)
Balance as at 31 December 2013	<u>250,000</u>	<u>(16,546)</u>	<u>233,454</u>

The annexed notes form an integral part of these financial statements.

Cash flow statement

for the year ended 31st December 2014

	2014 RM	2013 RM
Cash flows from operating activities		
Loss before taxation	(12,352)	(11,591)
Adjustments for:		
Interest income	(6,503)	(6,898)
Plant and equipment written off	2	—
Operating loss before working capital changes	(18,853)	(18,489)
Changes in working capital:		
Other receivables	(4)	32
Accrued liabilities	(2,382)	(2,321)
Cash absorbed by operations	(21,239)	(20,778)
Tax paid	(1,525)	(2,163)
Net cash flow from operating activities	(22,764)	(22,941)
Cash flows from investing activity		
Interest received	6,503	6,898
Net cash flow from investing activity	6,503	6,898
Net decrease in cash and cash equivalents	(16,261)	(16,043)
Cash and cash equivalents brought forward	241,314	257,357
Cash and cash equivalents carried forward	225,053	241,314
Breakdown of cash and cash equivalents carried forward		
Fixed deposit with a licensed bank	212,798	206,300
Cash and bank balances	12,255	35,014
	225,053	241,314

The annexed notes form an integral part of these financial statements.

Notes to the financial statements

31st December 2014

1. Corporate information

The Company is a private limited liability company, incorporated and domiciled in Malaysia. The registered office of the company is located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

The principal activity of the Company is the provision of technical services to the oil, gas and other industrial projects. The Company has temporarily ceased its business operation in the financial year 2007.

The Company has no employee at the end of the financial year (2013: Nil).

The financial statements were authorised for issue by the Board of Directors on 11 February 2015.

2. Basis of preparation of the financial statements

The financial statements comply with the provision of the Companies Act, 1965 and the applicable Private Entity Reporting Standards issued by the Malaysian Accounting Standards Board.

The financial statements have been prepared under the historical cost convention, unless otherwise indicated in the summary of significant accounting policies (Note 3).

The preparation of financial statements in conformity with the provisions of the Companies Act, 1965 and the applicable Private Entity Reporting Standards issued by the Malaysian Accounting Standards Board requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The financial statements are presented in Ringgit Malaysia (RM)

3. Significant accounting policies

(i) Revenue recognition

There is no revenue recognised as the Company has ceased its business operations.

Interest income

Interest is recognised on a time proportion basis that reflects the effective yield on the asset.

(ii) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and impairment loss.

Depreciation on plant and equipment is calculated on a straight - line method based on the estimated useful lives of the assets.

The principal annual rates of depreciation used are as follows:

Office equipment	20%
Computer	20%

Plant and equipment is written down to recoverable amount if, the recoverable amount is less than their carrying value. Recoverable amount is the higher of an asset's net selling price and its value in use.

(iii) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted at balance sheet date.

Deferred tax is provided for, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in the income statement, except when it arises from a transaction which is recognised directly inequity.

(iv) Provisions

Provisions are recognised when the company has a present legal and constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

(v) Cash and cash equivalents

Cash represent cash, bank balances and fixed deposits with financial institutions. Cash equivalents comprises of investments maturing within three months from the date of acquisition and which are readily convertible to known amount of cash which are subject to an insignificant risk of change in value.

(vi) Employment benefit**a. Short term benefits**

Wages, salaries, bonuses and social security contributions are recognised as an expense in the financial year in which the associated services are rendered by employees of the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

b. Defined contribution plan

As required by law, companies in Malaysia make contributions to the Employee Provident Fund (EPF). Such contributions are recognised as an expense in the income statement as incurred.

(vii) Receivables

Trade and other receivables are carried at anticipated realisable value. Bad debts are written off in the period in which they are identified. An estimate is made for doubtful debts based on a review of all outstanding amounts at the balance sheet date.

(viii) Impairment of assets

The carrying value of assets excluding deferred tax assets and financial assets are reviewed for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount is the higher of an asset's net selling price and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash-generating unit.

An impairment loss is charged to the income statement immediately, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of previously recognised revaluation surplus for the same asset.

Subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in the income statement immediately, unless the asset is carried at revalued amount. A reversal of an impairment loss on a revalued asset is credited directly to revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the income statement, a reversal of that impairment loss is recognised as income in the income statement.

4. Loss before taxation

Loss before taxation is stated after charging:

	2014 RM	2013 RM
Directors' fee	9,000	7,000
Auditor's remuneration	1,750	2,750
Plant and equipment written off	2	—
and crediting : Interest income	6,503	6,898

5. Taxation

	2014 RM	2013 RM
Tax charges	1,626	1,725

A reconciliation of income tax expense applicable to loss before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Company is as follows:

	2014 RM	2013 RM
Loss before taxation	(12,352)	(11,591)
Tax at Malaysian statutory tax rate of 25%	(3,087)	(2,897)
Expenses not deductible for tax purposes	4,713	4,622
Tax expense for the year	1,626	1,725

Subject to agreement of the Inland Revenue Board, the Company has the following available for set-off against future taxable income.

	2014 RM	2013 RM
Unutilised tax losses	746,875	746,875
Unutilised capital allowances	345	345
	747,220	747,220

6. Plant and equipment

Cost	Office equipment RM	Computer RM	Total RM
Balance brought forward	590	9,950	10,540
Addition	—	—	—
Written off	(590)	(9,950)	(10,540)
Balance carried forward	—	—	—
Accumulated depreciation			
Balance brought forward	589	9,949	10,538
Current charge	—	—	—
Written off	(589)	(9,949)	(10,538)
Balance carried forward	—	—	—
Net book value			
2014	—	—	—
2013	1	1	1

7. Deferred taxation

No deferred tax asset is recognised for the following items:

	2014 RM	2013 RM
Unutilised tax losses	746,875	746,875
Unabsorbed tax capital allowances	345	345
	747,220	747,220

8. Share capital

	2014 RM	2013 RM
Authorised:		
500,000 Ordinary shares of RM 1/- each	500,000	500,000
Issued and fully paid :		
250,000 Ordinary shares of RM 1/- each	250,000	250,000

Income Statement

for the year ended 31st December 2014

	2014 RM	2013 RM
Revenue	—	—
Other income:		
Interest income	6,503	6,898
Other operating expenses		
Director's fee	9,000	7,000
Legal and professional fee	4,150	4,694
Auditor's remuneration	1,750	2,750
Tax fee	1,000	1,000
Printing and stationery	800	896
Communication and courier	793	217
Service tax	660	729
Miscellaneous expenses	500	1,000
Travelling expenses	135	153
Bank charges	65	50
Plant and equipment written off	2	—
	18,855	18,489
Loss for the year	(12,352)	(11,591)

The management income statement is prepared from information furnished by the management of EIL Asia Pacific Sdn. Bhd. and does not form part of the audited financial statements of the Company.

Independent Auditor's Report

To
The Members of Engineers India Limited
Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Engineers India Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial

statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its jointly controlled entities as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 2.34 to the consolidated financial statements which describes that as on balance sheet date the Joint venture Company M/s TEIL Projects Limited has accumulated losses of Rs 1093.29 lacs and its net worth has been fully eroded, further the Auditors of the Company has reported that "the Company has incurred a net loss of Rs 128.72 lacs during the year and Rs 962.24 lacs during the previous years and the Company's current liabilities exceed its current assets as at the balance sheet date. These conditions, along with other matters set forth, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. However the financial statement of the Company has been prepared on a going concern basis for the reason stated in the said note.

Our opinion is not modified in respect of these matters

Other Matters

We did not audit the financial statements of two subsidiaries, and three jointly controlled entities, whose financial statements reflect total assets of ₹8139.28 lacs as at 31st March, 2015, total revenues of ₹4058.05 lacs and net cash flows amounting to ₹278.10 lacs for the year ended on that date, as considered in the consolidated financial statements. Further accounts of subsidiary M/s EIL Asia Pacific Sdn. Bhd. and jointly controlled entity M/s Jabal Elliot Co. Ltd. are drawn up to 31.12.2014 have been used in the consolidation. As per

information and explanation given to us, no significant transaction or other event occurred between reporting data as above and 31.3.2015, which require adjustment except in the case of jointly controlled entity M/s Jabal Elliot Co. Ltd. where repatriation of part capital amounting to SR 3000000 subsequent to 31.12.2014 has taken place which has been suitably adjusted. Further, jointly controlled entity M/s Ramagundam Fertilizers and Chemicals Ltd. is being consolidated on the basis of unaudited information received. These financial statements (except in the case of M/s Ramagundam Fertilizers and Chemicals Ltd.) have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors and unaudited information provided by the management in respect of unaudited financial statement.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, and jointly controlled companies incorporated in India, (except in the case of a newly formed jointly controlled company which as per the information available to us has yet to start its business and is being consolidated on the basis of unaudited available information) we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company, and jointly controlled company incorporated in India, none of the directors of the Group companies, and jointly controlled company incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities- Refer Note No 2.17 to the consolidated financial statements.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note No 2.36 to the consolidated financial statements in respect of such items as it relates to the Group, its jointly controlled entities.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary and jointly controlled companies incorporated in India.

For M. Verma & Associates
Chartered Accountants
FRN: 501433C

(Mohender Gandhi)
(Partner)
M. Number: 088396

Place: New Delhi
Date : May 27, 2015

Annexure to the Independent Auditors' Report

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of Engineers India Ltd. on the consolidated financial statements as of and for the year ended March 31, 2015

- (i) (a) In our opinion, and according to the information and explanations given to us, and the reports of the other auditors on the subsidiary and jointly controlled companies incorporated in India as furnished to us, the Holding Company, its subsidiary and jointly controlled companies incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) In respect of Holding Company, the fixed assets have been physically verified by the management in phased manner so as to cover each assets at ones in a three years which in our opinion reasonable having regard to the size of the Company and the nature of its business. In respect of Subsidiary Company, Fixed Assets have been physically verified by the management at reasonable intervals. In case of joint controlled Company fixed assets are physically verified by the management according to a regular program of verification, which is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, the management during the year has physically verified a portion of the fixed assets. No material discrepancy observed on physical verification by Holding Company, Subsidiary and jointly controlled companies.
- (ii) (a) Inventories of the Holding Company have been physically verified during the year by the management, in our opinion, the frequency of verification is reasonable. Further no inventory is maintained by Subsidiary and jointly controlled Company except stationery items.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Holding Company are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) We are of the opinion that, the Holding Company is maintaining proper records of inventory. Further as per information and explanations given to us the discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.
- (iii) The Holding Company, its subsidiary and jointly controlled companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of Clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable to the Holding Company, its subsidiary and jointly controlled companies incorporated in India.
- (iv) In our opinion, and according to the information and explanations given to us, and the reports of the other auditors on the subsidiary and jointly controlled companies incorporated in India as furnished to us, there is an adequate internal control system commensurate with the size of the Holding Company, its subsidiary and jointly controlled companies incorporated in India and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company and the reports of the other auditors on the subsidiary and jointly controlled companies incorporated in India as furnished to us, and according to the information and explanations given to us, we have neither come across, nor been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Holding, Subsidiary and jointly controlled Companies have not accepted any deposits from the public.
- (vi) As per information and explanation provided to us, and as per reports of the other auditors on the subsidiary and jointly controlled companies incorporated in India as furnished to us, maintenance of cost record has not been prescribed under section 148 of the Act for services rendered by the Holding, Subsidiary and jointly controlled Companies.
- (vii) (a) According to the information and explanations given to us and the records of the Holding Company examined by us, and based on the reports of the other auditors of the subsidiaries and jointly controlled companies incorporated in India, in our opinion, Holding company, its Subsidiaries and jointly controlled companies incorporated in India are regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities and there are no undisputed dues outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Holding Company examined by us, and based on the reports of the other auditors of subsidiaries and jointly controlled companies incorporated in India, the following dues of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as at March 31, 2015 which have not been deposited on account of a dispute:

In case Holding Company:

S. No.	Name of Statute	Nature of Duty	Forum where the dispute is pending	Financial Year to which it pertains	Amount (In Lacs)
1	Income Tax Act 1961	Assessment u/s 143(3) of the Income Tax Act, 1961	CIT (Appeals)	2011-12	43.48
2	Income Tax Act 1961	Demand of TDS u/s 201(1)	CIT (Appeals)	2008-09	0.32
3	Income Tax Act 1961	Interest on Self assessment tax u/s 244A	Supreme Court	2005-06	105.37
4	Finance Act 1994	Demand of Service tax	CESTAT	2002-2006	62.87
5	Sales Tax Act	Demand of Sales Tax	Sales Tax tribunal Agra	1999-2000	132.53
6	Sales Tax Act	Demand of Sales Tax	Sales Tax tribunal Agra	2001-01	116.12
7	UP Sales Tax Act	Sales Tax	Sales Tax tribunal, Agra	1999-2000	13.70

In Case of Subsidiary Company:

S. No.	Name of Statute	Nature of Duty	Forum where the dispute is pending	Financial Year to which it pertains	Amount (In Lacs)
1	Finance Act 1994	Show cause Notice cum Demand of Service Tax	Commissioner Service Tax, Mumbai	April 2004 to March 2009	227.47
2	Finance Act 1994	Show cause Notice cum Demand of Service Tax	Commissioner Service Tax, Mumbai	April 2009 to March 2010	3.21
3	Finance Act 1994	Show cause Notice cum Demand of Service Tax	Additional Commissioner Service Tax, Mumbai	April 2010 to March 2011	8.92
4	Finance Act 1994	Show cause Notice cum Demand of Service Tax	Additional Commissioner Service Tax, Mumbai	April 2011 to March 2012	20.91
5	Finance Act 1994	Show cause Notice cum Demand of Service Tax	Additional Commissioner Service Tax, Mumbai	April 2012 to March 2013	0.40
6	Income Tax Act 1961	Assessment u/s 143(3) of the Income Tax Act, 1961	CIT (Appeals)	April 2010 to March 2011	1.31
7	Income Tax Act 1961	Assessment u/s 143(3) of the Income Tax Act 1961 (Short credit of TDS)	Application u/s 154 filled before Deputy Commissioner of Income Tax	April 2010 to March 2011	42.63
8	Income Tax Act 1961	Assessment u/s 143(3) of the Income Tax Act 1961 (Short credit of TDS)	Application u/s 154 filled before Deputy Commissioner of Income Tax	April 2012 to March 2013	91.91

- (c) According to the information and explanations given to us, the Holding Company, its subsidiary and jointly controlled companies incorporated in India have transferred the amounts to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 (1 of 1956) and the rules made there under.
- (viii) There are no accumulated losses and no cash losses have been incurred during the financial year covered by our audit and in the immediately preceding financial year in respect of Holding Company and subsidiary Company incorporated in India. Further in respect of a jointly controlled Company incorporated in India, registered for more than five years have accumulated losses at the end of current financial year more than fifty per cent of its net worth, and has incurred cash losses in current financial year and in the immediate preceding financial year.
- (ix) The Holding Company and Subsidiary Company do not have any borrowing from any financial institutions, banks or debenture holders. Further based on jointly controlled company's Auditor's report, Company has not defaulted repayment of dues to bank and there is no loan due to any financial institution / debenture holder.



- (x) As per record and information and explanations given to us, the Holding Company has not given any guarantee for loans taken by others from banks or financial institutions except guarantee amounting to ₹200.00 lacs issued on behalf of M/s TEIL Projects Ltd. In our opinion the terms and condition of the guarantee are not prejudicial to the interest of the Holding Company. Further the Subsidiary and Jointly Controlled Companies have not given any guarantee for loan taken by others from Banks and financial Institutions during the year.
- (xi) According to the information and explanations given to us and the records of the Holding Company examined by us, and based on the reports of the other auditors of the Holding company's subsidiaries and jointly controlled companies incorporated in India no Term loan is availed by Holding, Subsidiary and jointly controlled Companies.
- (xii) During the course of our examination of the books and records of the Holding Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the reports of the other auditors, we have neither come across any instance of fraud on or by the Holding Company, its subsidiaries and jointly controlled companies incorporated in India, noticed or reported during the year, nor we have been informed of any such case by the Management of the aforesaid Holding Company or reported in the audit reports of its subsidiaries and jointly controlled companies incorporated in India.

Place : New Delhi
Date : May 27, 2015

For M. Verma & Associates
Chartered Accountants
FRN: 501433C
(Mohender Gandhi)
(Partner)
M. Number: 088396

Consolidated Balance Sheet

AS AT 31ST MARCH, 2015

PARTICULARS	NOTE NO.	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share Capital	2.1	16846.84		16846.84	
Reserves and Surplus	2.2	<u>246319.83</u>	263166.67	<u>235326.92</u>	252173.76
Non-Current Liabilities					
Other Long term Liabilities	2.3				
	2.3 (A)	221.79		187.11	
Long Term Provisions	2.3 (B)	<u>2044.17</u>	2265.96	<u>2253.78</u>	2440.89
Current Liabilities					
Short Term Borrowings	2.4				
	2.4 (A)	50.00		16.45	
Trade Payables	2.4 (B)	24685.44		28341.94	
Other Current Liabilities	2.4 (C)	58329.55		54427.47	
Short term Provisions	2.4 (D)	<u>50314.67</u>	133379.66	<u>44279.27</u>	127065.13
	TOTAL		<u>398812.29</u>		<u>381679.78</u>
ASSETS					
Non Current Assets					
Fixed Assets:	2.5				
Tangible assets		27012.76		11759.97	
Intangible assets		212.57		332.51	
Capital work-in-Progress		<u>1911.20</u>	29136.53	<u>13176.15</u>	25268.63
Non Current Investments	2.6		1327.88		1268.45
Deferred Tax Asset (Net)	2.27		23311.84		23201.72
Long Term Loans and Advances	2.7		4989.45		5480.15
Other Non Current Assets	2.8		99.78		179.13
Current Assets:					
Current Investments	2.9				
	2.9 (A)	12453.20		71900.00	
Inventories	2.9 (B)	83.96		102.49	
Trade Receivables	2.9 (C)	43857.65		35374.84	
Cash and Bank Balances	2.9 (D)	241898.49		181246.77	
Short Term Loans and Advances	2.9 (E)	8709.81		5049.81	
Other Current Assets	2.9 (F)	<u>32943.70</u>	339946.81	<u>32607.79</u>	326281.70
	TOTAL		<u>398812.29</u>		<u>381679.78</u>
Significant Accounting Policies and Notes to Accounts	1 & 2				

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
Membership No. 088396
Firm Registration No. 501433C

Place : New Delhi
Date : May 27, 2015

**Consolidated Statement of Profit & Loss**FOR THE YEAR ENDED 31ST MARCH, 2015

	NOTE NO.	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
A. Revenue :			
i) Revenue from Operations	2.10		
-Consultancy & Engineering Services		98258.74	119254.00
Increase (+) / (Decrease) (-) in Work-in-Progress		(637.29)	(6,058.88)
		<u>97621.45</u>	<u>113195.12</u>
-Turnkey Projects		76458.74	71452.03
Increase (+) / (Decrease) (-) in Work-in-Progress		44.37	-
		<u>76503.11</u>	<u>71452.03</u>
		174124.56	184647.15
ii) Other Income	2.11	27311.69	23200.45
Total Revenue (i + ii)		<u>201436.25</u>	<u>207847.60</u>
B. Expenses :			
Technical Assistance/Sub-Contracts	2.12	33288.59	43517.45
Construction Materials & Equipments	2.13	25334.52	19245.68
Employee Benefits Expense	2.14	60090.16	60614.70
Depreciation & Amortization Expense	2.15	2017.55	1478.78
Other Expenses :	2.16		
Facilities	2.16 (a)	5883.05	5131.60
Corporate Costs	2.16 (b)	2453.33	3376.99
Other Costs	2.16 (c)	23854.03	3780.65
Total Expenses		<u>152921.23</u>	<u>137145.85</u>
Profit for the Year (A-B)		48515.02	70701.75
Less: Prior Period Adjustments (Net)	2.28	818.15	290.88
Profit Before Tax		47696.87	70410.87
Less: Tax Expense			
Current Tax		16392.68	21713.11
Deferred Tax	2.27	(91.09)	525.19
		<u>31395.28</u>	<u>48172.57</u>
Less : Prior Period Tax Adjustments (net) :			
Current Tax		124.54	(100.51)
Profit After Tax		<u>31270.74</u>	<u>48273.08</u>
Earning Per Share (Face value ₹ 5/- per share) :	2.32		
Basic (In ₹)		9.28	14.33
Diluted (In ₹)		9.28	14.33
Significant Accounting Policies and Notes to Accounts	1 & 2		

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER

Place : New Delhi
Date : May 27, 2015

Membership No. 088396
Firm Registration No. 501433C

Consolidated Cash Flow Statement

FOR THE YEAR ENDED 31ST MARCH, 2015

		Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
A Cash Flow from Operating Activities			
Net Profit Before Tax and Prior Period Adjustments	a	48515.02	70701.75
Add:			
i) Adjustment For:			
Depreciation and Amortization		2047.59	1505.32
Fixed Assets Written Off		4.79	18.03
(Profit)/Loss on Sale of Fixed Assets		(12.42)	(1.53)
ii) Other Income:			
Interest Income		(19,666.40)	(18,481.20)
Share of Profit on Trade Investment		(59.43)	(56.47)
Capital Gain on Redemption of Investment in Mutual Funds		(6,719.82)	(3,874.26)
Dividend Income		(282.62)	(163.55)
	b	(24,688.31)	(21,053.66)
Operating Profit before Working Capital Changes	c=a+b	23826.71	49648.09
iii) Adjustment For:			
(Increase)/Decrease in Trade Receivables		(8,482.81)	(988.04)
(Increase)/Decrease in Inventories		18.53	(18.16)
(Increase)/Decrease in Loans & Advances and Other Assets		(2,836.37)	7,774.19
(Increase)/Decrease in Work in Progress		592.92	6,058.88
Increase/(Decrease) in Provision for Corporate Social Responsibility		226.90	-
Increase/(Decrease) in Liabilities/Provisions		10,056.88	(32,393.95)
	d	(423.95)	(19,567.08)
Cash Generated from Operations	e=c+d	23,402.76	30,081.01
Less: Tax Paid	f	16,124.75	21,271.39
Cash Flow Before Prior Period Adjustments	g=e-f	7,278.01	8,809.62
Prior Period Adjustments	h	(818.15)	(290.88)
Net Cash Flow from Operating Activities	i=g+h	6,459.86	8,518.74
B. Cash Flow from Investing Activities			
Payments Towards Capital Expenditure		(6,320.62)	(8,199.57)
Sale of Fixed Assets		15.23	8.16
Interest Received		18,684.00	19,927.55
Dividend Received		282.62	163.55
Redemption of Investment in Fixed Maturity Plans of Mutual Funds		78,619.82	44,674.26
Purchase of Investment in Fixed Maturity Plans of Mutual Funds		(12,400.00)	(49,200.00)
Investment in Liquid Plans of Mutual Funds (Net)		(53.20)	30.74
Fixed Deposit Placed with Banks having Original Maturity of More than Three Months		(2,45,157.10)	(2,65,314.86)
Fixed Deposit with Banks Matured having Original Maturity of More than Three Months		1,83,734.90	2,74,640.82
Net Cash Flow from Investing Activities	j	17,405.65	16,730.65
C. Cash Flow from Financing Activities			
Dividend Payment (Including Dividend Tax)		(11,825.97)	(11,825.97)
Interim Dividend Payment (Including Dividend Tax)		(12,129.13)	(13,796.96)
Net Cash Flow from Financing Activities	k	(23,955.10)	(25,622.93)



Consolidated Cash Flow Statement

FOR THE YEAR ENDED 31ST MARCH, 2015

		Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
Increase/ (Decrease) in Cash & Cash Equivalents	i+j+k	(89.59)	(373.54)
Cash & Cash Equivalents at the Beginning of the Period		1,601.98	1,975.52
Cash & Cash Equivalents at the Close of the Period		1,512.39	1,601.98
Increase/ (Decrease) in Cash and Cash Equivalents		(89.59)	(373.54)

NOTES:

- The Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".
- Cash & Cash Equivalents represents :

i) Cash and Stamps in Hands	9.18	39.83
ii) Balance with Banks in Current Account	1490.06	1387.15
iii) Remittance in Transit	13.15	0.00
iv) Balance with Banks in Deposit Account having Original Maturity of Three Months or Less	0.00	175.00
Total	1512.39	1601.98

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
Membership No. 088396
Firm Registration No. 501433C

Place : New Delhi
Date : May 27, 2015

Significant Accounting Policies and Notes to the Consolidated Financial Statements for the year ended 31st March, 2015.

1) SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The accounts are prepared on historical cost concept based on accrual method of accounting as a going concern, consistent with generally accepted accounting principles in accordance with the mandatory accounting standards and disclosure requirements as per the provisions of the Companies Act, 2013.

b) PRINCIPLES OF CONSOLIDATION

i) The Consolidated Financial Statements relate to Engineers India Limited “the Company”, its wholly owned Subsidiary Companies and Joint Venture Companies. The Consolidated Financial Statements have been prepared on the following basis:-

- The Financial Statements of the Company and its Subsidiary Companies have been Consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and resulting unrealized profits or losses in accordance with Accounting Standard (AS-21) “Consolidated Financial Statements”.
- The Financial Statements of the Company and its Joint Venture Companies have been consolidated by applying proportionate consolidation method on a line by line basis for items of assets, liabilities and expenses after eliminating proportionate share of unrealized Profit or Loss in accordance with Accounting standard (AS-27) “Financial Reporting of interests in Joint Ventures”.
- The Consolidated Financial Statements have been prepared using uniform accounting policies, for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate Financial Statements, except in cases as mentioned under S.No. 2.19 of Notes to the Consolidated Financial Statements.
- The excess of the cost to the Company of its Investment in Subsidiaries or Joint Ventures over its proportionate share in the equity of investee Company at the date of acquisition of stake is recognized in the consolidated financial statements as Goodwill. In case the cost of investment in a Subsidiaries or Joint Ventures is less than the proportionate share in the equity of the investee company as on the date of investment, the difference is recognized as Capital Reserve in the Consolidated Financial Statements.

• FOREIGN EXCHANGE TRANSLATIONS

For the purpose of preparation of Consolidated Financial Statements, assets and liabilities (other than fixed assets) of Overseas Subsidiary/ Joint Venture have been translated at the rate of exchange prevailing on the date of balance sheet of the foreign Subsidiary Company/ Joint Venture and all items of the profit and loss accounts have been translated at average monthly Exchange Rates and the resultant differences are taken directly to the profit and loss account under “Difference in Exchange (Net)”.

ii) The Subsidiary Companies/ Joint Ventures considered in the Consolidated Financial Statements are:

Name of the Company	Relationship	Country of Incorporation	% Share holding held as at 31 st March, 2015
Certification Engineers International Limited	Subsidiary	India	100
EIL Asia Pacific Sdn. Bhd.	Subsidiary	Malaysia	100
TEIL Projects Limited	Joint Venture	India	50
Jabal Elliot Co. Ltd.	Joint Venture	Saudi Arabia	33.333
Ramagundam Fertilizers and Chemicals Limited	Joint Venture	India	49.90

iii) The annual reporting date of Financial Statements of EIL Asia Pacific Sdn. Bhd. (Foreign Subsidiary of the Company) is 31st December, 2014 as against the Company’s reporting date which is 31st March, 2015. There were no significant financial transactions occurred between reporting date of foreign subsidiary and 31st March, 2015 which requires adjustment. Further, the subsidiary company has gone into liquidation after its reporting date of 31st December, 2014.

iv) The annual reporting date of Financial Statements of Jabal Elliot Co. Ltd. (Foreign Joint Venture Company) is 31st December, 2014 as against the Company’s reporting date which is 31st March, 2015. A decision was taken to dissolve the Joint Venture, for which the approval was given by the Board of Directors of the Engineers India Limited on 30th January, 2015. The latest audited available financial statements for year ended 31st December, 2014 has been used in preparation of consolidated financial statements. Further, part capital of the joint venture amounting to SR 30.00 Lakhs has been repatriated after 31st December, 2014 which has been taken into effect for preparation of consolidated financial statements. There were no other significant financial transactions between reporting date of foreign Joint Venture and 31st March, 2015 which require adjustment.

- v) The Company has, along with National Fertilizers Limited (NFL) and Fertilizer Corporation of India Limited (FCIL) incorporated a joint venture for setting up and operation of a gas based urea and ammonia complex in February, 2015 namely Ramagundam Fertilizers and Chemicals Limited (RFCL) having registered office in Delhi.

The Company has initial Authorized share capital of ₹100 crore consisting 10 crore shares of face value of ₹10/- each.

The initial paid up capital by Joint Venture Partners as on 31-03-2015 is as under:

Shareholder	No. of Shares held of face value of ₹10/- each	Paid up Share Capital
EIL	24.40 Lakhs	₹244.00 Lakhs
NFL	24.40 Lakhs	₹244.00 Lakhs
FCIL	0.10 Lakhs	₹1.00 Lakhs
Total	48.90 Lakhs	₹489.00 Lakhs

The Company is in the process of starting its operations. The JV company is consolidated based on unaudited information received.

- vi) The company has entered into Production Sharing Contracts with Government of India along with other partners for Exploration & Production of Oil and Gas. The Company is a non-operator and is having following participating interest in the ventures. The company would share Expense/Income/Assets/Liabilities of the ventures on the basis of its percentage in the production sharing contracts. The detail of company's interest in blocks is as under:

Block No.	Participating Interest
CB-ONN-2010/11	20%
CB-ONN-2010/08	20%

Based on unaudited available information, revenue expenditure of ₹719.98 Lakhs (Previous year: ₹495.31 Lakhs) and capital expenditure of ₹4.77 Lakhs (Previous year: NIL), being the company's share has been accounted for in the financial statements for the year ended 31st March, 2015.

c) OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out in the notes to accounts under "Statement of Accounting Policies" of the respective financial statements of 'the Company', Certification Engineers International Limited and EIL Asia Pacific Sdn. Bhd. (Subsidiaries).

2) Notes to Consolidated Accounts for the year ended 31st March, 2015

2.1) Share Capital :

The company at present is having only one class of share capital i.e. equity share capital.

The requisite disclosure in respect of share capital are as under :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
Authorised		
600,000,000 Equity shares of Par Value of ₹5 each (Previous Year :	30000.00	30000.00
600,000,000 Equity shares of Par Value of ₹5 each)		
Issued		
337,017,600 Equity shares of Par Value of ₹5 each (Previous year :	16850.88	16850.88
337,017,600 Equity shares of Par Value of ₹5 each)		
Subscribed and Paid up		
336,936,600 Equity shares of Par Value of ₹5 each (Previous Year :	16846.83	16846.83
336,936,600 Equity shares of Par Value of ₹5 each) fully paid up		
Add: Forfeited Shares	0.01	0.01
Amount originally paid up on 2,600 Equity shares of Par Value of ₹5 each (Previous Year : 2,600 equity shares of Par Value of ₹5 each)	16846.84	16846.84

Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

	Year ended 31 st March, 2015	Year ended 31 st March, 2014
No. of shares outstanding at the beginning of the period	336936600	336936600
No. of shares outstanding at the close of the period	336936600	336936600

Rights, Preferences and Restrictions attaching to Equity Shares

The Company is having one Class of Equity Shares having a Par Value of ₹5 each. Each Shareholder is eligible for one vote per Share held.

The Dividend proposed by Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of Liquidation , Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all Preferential amount in proportion to their Shareholding.

Details of each Shareholder holding more than 5 percent shares

Name of the shareholder	Number of shares held as at 31 st March, 2015	Number of shares held as at 31 st March, 2014
President of India	233727299	233727299
No. of shares outstanding at the close of the period	69.37%	69.37%

Other disclosures

	as at 31 st March, 2015	as at 31 st March, 2014
Aggregate number of equity shares having par value of ₹5/- each allotted as fully paid up by way of bonus share during the period of five years immediately preceding the Balance sheet date	224624400	224624400

2.2) Reserves & Surplus :

The Classification of Reserves & Surplus disclosing therein Appropriation /Allocation/Transfers is detailed as under :

	as at 31 st March, 2015 ₹ in lakhs			as at 31 st March, 2014 ₹ in lakhs		
A. General Reserve						
Balance as per last						
Balance sheet	232143.47			210108.30		
Less: Adjustment for additional depreciation (net of deferred tax) in terms of Schedule II of the Companies Act, 2013 for assets whose useful life as on 1-4-2014 is Nil	38.13			0.00		
Add: Transferred from Profit and Loss Account	11062.15	243167.49	243167.49	22035.17	232143.47	232143.47
B. Profit & Loss Account						
Balance as per last						
Balance sheet	0.00			0.00		
Add: Transferred from Statement of Profit and Loss	31270.74			48273.08		
Add: Transferred from CSR Activity Reserve	1716.46	32987.20		665.18	48938.26	
Less: Appropriations :						
Interim Dividend	10108.10			11792.78		
Proposed Final Dividend	6738.73			10108.10		
Tax on Interim / Proposed Dividend	3392.87			3722.05		
Transfer to CSR Activity Reserve	1685.35			1280.16		
Transfer to General Reserve	11062.15	32987.20	0.00	22035.17	48938.26	0.00
C. CSR Activity Reserve						
Balance as per last						
Balance sheet	2874.74			2259.76		
Less: Transfer to Profit and Loss Account	1716.46			665.18		
	1158.28			1594.58		
Add: Transferred from Profit and Loss Account	1685.35	2843.63	2843.63	1280.16	2874.74	2874.74
D. Capital Reserve						
Capital Grant Received from Oil Industry Development Board for R&D Centre			200.00			200.00
Capital Reserve due to Consolidation			108.71			108.71
			<u>246319.83</u>			<u>235326.92</u>

2.3) Non- Current Liabilities :

The Disclosure of Non-Current Liabilities Including their sub-Classification into major heads is given as under :

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
2.3 (A) Other Long Term Liabilities :				
Security Deposits & Retentions		78.28		79.52
Advances Received from Clients		143.51		107.59
		<u>221.79</u>		<u>187.11</u>
2.3 (B) Long Term Provisions :				
Employees' Post Retirement/ Long Term Benefits		2044.17		2253.78
		<u>2044.17</u>		<u>2253.78</u>

Above includes ₹3.19 Lakhs (Previous Year : ₹2.70 Lakhs) share of Joint Ventures

2.4) Current Liabilities :

The Disclosure of Current Liabilities Including their sub-Classification into major heads is given as under :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
2.4 (A) Short Term Borrowings		
Loans repayable on demand from Banks (Secured)		
Overdraft Facility (refer note (i) below)	50.00	16.45
	50.00	16.45
Notes :		
(i) Overdraft facilities are secured by way of :		
(a) First charge on book debts, inventories and other current assets		
(b) Corporate guarantees by parent companies (Engineers India Limited and Tata Projects Limited)		
2.4 (B) Trade Payables	24685.44	28341.94
	24685.44	28341.94
2.4 (C) Other Current Liabilities :		
Security Deposits & Retentions	21065.36	22488.49
Advances Received from Clients	4947.67	1824.23
Income Received in Advance *	21605.52	19510.64
Capital Creditors	1279.77	1821.76
Service Tax Payable	191.83	281.73
Unpaid Dividend **	92.95	94.19
Other Payables :		
- Withholding for Employees including Employers Contribution	1122.71	1028.90
- Withholding for Income Taxes	2762.83	1921.66
- Accrued Employees Benefits	2254.63	2535.74
- Amount held on behalf of Clients	2066.73	2823.68
- Others	939.55	96.45
	9146.45	8406.43
	58329.55	54427.47
* Represents Gross amount due to Customer for Contract Work in terms of Accounting Standard (AS-7) "Construction Contracts"		
** Excluding amount due for payment to Investor Education And Protection Fund		
2.4 (D) Short Term Provisions :		
Employees' Post Retirement/ Long Term Benefits	3705.38	4311.43
Contractual Obligations	27906.45	25440.86
Expected losses	7551.16	0.00
Provision for Corporate Social Responsibility	226.90	0.00
Provision for Taxation	16416.08	21723.61
Less: Advance Income Tax	13601.87	19022.60
Proposed Dividend	6738.73	10108.10
Tax on Dividend	1371.84	1717.87
	50314.67	44279.27

Above includes ₹106.52 Lakhs (Previous Year : ₹86.09 Lakhs) share of Joint Ventures

2.5) Fixed Assets

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 31 st March, 2014	ADD. FOR YR.	SOLD/ RECL/ TRNS/ ADJ.	AS ON 31 st March, 2015	DEP UPTO 31 st March, 2014	DEP FOR YEAR	DEP WRTN. BACK	TOT.DEP. 31 st March, 2015	WDV AS ON 31 st March, 2015	WDV AS ON 31 st March, 2014
Tangible Assets:										
Land Freehold	298.08	0.00	0.00	298.08	0.00	0.00	0.00	0.00	298.08	298.08
Land Leasehold	1617.18	0.00	0.00	1617.18	46.29	14.74	0.00	61.03	1556.15	1570.89
Building	10799.08	14678.25	54.34	25422.99	2888.67	795.80	51.89	3632.58	21790.41	7910.41
Plant & Machinery	1090.81	0.00	3.00	1087.81	1045.84	0.00	1.59	1044.25	43.56	44.97
Furniture, Fixtures And Office/Constn. Equipment	2620.51	1110.97	0.85	3730.63	1885.43	240.19	0.79	2124.83	1605.80	735.08
Computer Hardware	6395.54	1256.83	80.46	7571.91	5201.95	720.97	77.06	5845.86	1726.05	1193.59
Motor Vehicles	22.36	0.00	0.00	22.36	15.41	2.93	0.69	17.65	4.71	6.95
Library Books	492.29	1.83	0.03	494.09	492.29	1.83	0.03	494.09	0.00	0.00
Less: Assets held for disposal				442.87				430.87	12.00	0.00
Total Tangible Assets	23335.85	17047.88	138.68	39802.18	11575.88	1776.46	132.05	12789.42	27012.76	11759.97
Intangible Assets:										
Computer Software	4360.96	208.35	0.00	4569.31	4028.45	328.29	0.00	4356.74	212.57	332.51
Total Intangible Assets	4360.96	208.35	0.00	4569.31	4028.45	328.29	0.00	4356.74	212.57	332.51
TOTAL	27696.81	17256.23	138.68	44371.49	15604.33	2104.75	132.05	17146.16	27225.33	12092.48
Previous Year	19795.92	8264.13	363.24	27696.81	14437.71	1505.32	338.70	15604.33	12092.48	5358.21
Capital work in progress									1911.20	13176.15

Depreciation for the year includes:

- Prior period depreciation of ₹30.04 Lakhs (Previous Year : ₹26.54 Lakhs)
- Additional depreciation of ₹57.16 Lakhs adjusted from General Reserve in terms of Schedule II of the Companies Act, 2013 for assets whose useful remaining life as on 1-4-2014 is Nil.

Net Fixed Assets includes ₹9.87 lakhs (Previous year ₹15.79 Lakhs) Share of Joint Ventures.

2.6) Non Current Investments :

The Classification of Non Current Investments (Long Term) into different categories with requisite details is given as under :

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
1 Trade (At Cost)				
Unquoted				
Investment in Association of Persons (AOP):				
Capital Contribution in Petroleum India International		500.00		500.00
Share in Accumulated Surplus of Petroleum India International	827.88	1327.88	768.45	1268.45
TOTAL		1327.88		1268.45

Other Member Companies are: Bharat Petroleum Corporation Ltd, Hindustan Petroleum Corporation Limited, Indian Oil Corporation Limited, Indian Petrochemical Corporation Limited, Chennai Petroleum Corporation Limited and Oil India Limited.

Oil and Natural Gas Corporation of India Limited was member till June, 2001.

Total Capital of Petroleum India International is ₹5500.00 Lakhs and EIL's share in Capital of AOP is ₹500.00 Lakhs.

Details of share in accumulated surplus for investment in Petroleum India International, an association of person in which the Company is a member, based on last available annual audited accounts for the financial year 2013-14 and amount received during the current year is as under:
(₹ in Lakhs)

Balance as on 1st April, 2014	Share of Profit accounted during year 2014-15	Amount received during the year 2014-15	Balance as on 31st March, 2015
768.45	59.43	0.00	827.88

Petroleum India International during financial year 2010-11 has ceased its business activities and is in process of dissolution.

Unquoted Aggregate Value of Unquoted Investments - Gross Book Value 1327.88 1268.45

2.7) Long Term Loans & Advances:

The details of Long terms Loans & Advances classified under different heads is disclosed hereunder :

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
a) Capital Advances - Unsecured (Considered Good)		314.00		527.59
b) Security Deposit :				
Unsecured- Considered Good		192.50		235.18
c) Loans & Advances to Related Parties :				
Secured-Considered Good:				
Directors		0.00		2.23
Unsecured-Considered Good:				
Directors	6.53		0.79	
Others	6.09	12.62	6.57	7.36
d) Other Loans and Advances				
(Advances Recoverable in Cash or in Kind or for value to be received):				
Secured-Considered Good:				
Employees		1754.93		1946.00
Unsecured-Considered Good:				
Employees	2033.09		1925.85	
Others	16.39	2049.48	9.57	1935.42
Advance Income Tax	52595.99		63037.02	
Less :Provision for Taxation	51945.40	650.59	62222.48	814.54
Advance Fringe Benefit Tax	63.93		60.43	
Less: Provision for Fringe Benefit Tax	48.60	15.33	48.60	11.83
		4989.45		5480.15

Above includes ₹6.30 Lakhs (Previous Year : ₹6.32 Lakhs) share of Joint Ventures

**2.8) Other Non Current Assets :**

Details of other Non-Current Assets Classified under different heads is disclosed hereunder :

	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
Bank Balances :		
Non-Current Bank Deposits	94.07	171.37
Total (A)	94.07	171.37
The above includes Bank Deposits ₹94.07 Lakhs (Previous Year : ₹171.37 Lakhs) held as Margin Money/Security against Bank Gurantees.		
Others :		
Interest Accrued on Non-Current Bank Deposits	5.71	7.76
Total (B)	5.71	7.76
Total (A+B)	99.78	179.13

2.9) Current Assets :

The details of Current Assets Classified under different heads is given as below :

		as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
2.9 (A) Current Investments :			
1) Current Maturity of Long Term Investments - (At Cost Less Diminution in Value Other than Temporary)			
Other than Trade			
Quoted			
Investment In units of Fixed Maturity Plan of Mutual Funds			
No. of Units			
Nil	SBI Debt Fund Series - 366 Days - 25 -	0.00	15000.00
(Previous Year : 150000000)	Growth Plan of ₹10 Each		
Nil	UTI Fixed Term Income Fund Series XIV-VIII (371 Days)	0.00	9000.00
(Previous Year : 90000000)	Direct Growth Plan of ₹10 Each		
Nil	SBI Debt Fund Series-366 Days 34-	0.00	6000.00
(Previous Year : 60000000)	Growth Plan of ₹10 Each		
Nil	IDBI FMP-Series III-366 Days-(July 2013)-G	0.00	2000.00
(Previous Year : 20000000)	Direct Plan Growth of ₹10 Each		
Nil	UTI Fixed Term Income Fund Series XV-X (368 Days)	0.00	2900.00
(Previous Year : 29000000)	Direct Growth Plan of ₹10 Each		
Nil	SBI Debt Fund Series-366 Days 36-	0.00	3900.00
(Previous Year : 39000000)	Growth Plan of ₹10 Each		
Nil	SBI Debt Fund Series-366 Days 38-	0.00	4500.00
(Previous Year : 45000000)	Growth Plan of ₹10 Each		
Nil	UTI Fixed Term Income Fund Series XVII-XX (369 Days)	0.00	5700.00
(Previous Year : 57000000)	Direct Growth Plan of ₹10 Each		
Nil	UTI Fixed Term Income Fund Series XVIII-III (367 Days)	0.00	3025.00
(Previous Year : 30250000)	Direct Growth Plan of ₹10 Each		
Nil	UTI Fixed Term Income Fund Series XVIII-IV (366 Days)	0.00	4200.00
(Previous Year : 42000000)	Direct Growth Plan of ₹10 Each		
Nil	IDBI FMP-Series IV-368 Days-(February 2014)-C	0.00	700.00
(Previous Year : 7000000)	Direct Plan Growth of ₹10 Each		
Nil	SBI Debt Fund Series-A 12 - 366 Days	0.00	7500.00
(Previous Year : 75000000)	Direct Growth Plan of ₹10 Each		
Nil	SBI Debt Fund Series-A 13 - 366 Days	0.00	3025.00
(Previous Year : 30250000)	Direct Growth Plan of ₹10 Each		
Nil	SBI Debt Fund Series-A 16 - 366 Days	0.00	4450.00
(Previous Year : 44500000)	Direct Growth Plan of ₹10 Each		
45000000	UTI Fixed Term Income Fund Series XVIII-V (370 Days)	4500.00	0.00
(Previous Year : Nil)	Direct Growth Plan of ₹10 Each		
79000000	SBI Debt Fund Series-A 17 - 366 Days	7900.00	0.00
(Previous Year : Nil)	Direct Growth Plan of ₹10 Each		
TOTAL (a)		12400.00	71900.00



	as at 31 st March, 2015 ₹ in lakhs	as at 31 st March, 2014 ₹ in lakhs
2) Other Current Investments (lower of cost or net realizable value)		
Other than trade		
Unquoted		
In Units of Liquid Plans of mutual funds		
No. of Units		
5307.325 UTI Treasury Advantage Fund	53.20	0.00
(Previous Year : Nil) of ₹1000 Each		
TOTAL (b)	53.20	0.00
TOTAL (a+b)	12453.20	71900.00
Aggregate Value of Quoted Investments - Book Value	12400.00	71900.00
Aggregate Value of Quoted Investments - Market Value	13493.18	75367.36
Aggregate Value of Unquoted Investments - Book Value	53.20	0.00
2.9 (B) Inventories (lower of cost or net realizable value) :		
Stores, Spares and Chemicals in Hand	83.96	102.49
	83.96	102.49
2.9 (C) Trade Receivables (Unsecured)		
Trade Receivable Outstanding for a period exceeding six months from the date they are due for payment:		
Considered Good	13993.10	14953.61
Considered Doubtful	4862.17	4121.55
	18855.27	19075.16
Other Trade Receivable: Considered Good	29864.55	20421.23
	48719.82	39496.39
Less: Provision for Doubtful Debts	4862.17	4121.55
	43857.65	35374.84
Above includes ₹22.67 Lakhs (Previous Year : ₹12.31 Lakhs) share of Joint Ventures		

	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
2.9 (D) Cash And Bank Balances :				
Cash & Cash Equivalents:				
Balances with Banks in Current Account #	1490.06		1387.15	
Balances with Banks in Deposit Account having original maturity of three months or less	0.00		175.00	
Remittance in Transit	13.15		0.00	
Cash & Stamps on Hand #	<u>9.18</u>	1512.39	<u>39.83</u>	1601.98
Other Bank Balances :				
Unpaid Dividend Account	92.95		94.19	
Held on Behalf of Clients	2066.73		2823.68	
Balances with Banks in deposits account having maturity of more than three months but are due for maturity within twelve months of balance sheet date *	<u>238226.42</u>	240386.10	<u>176726.92</u>	179644.79
		<u>241898.49</u>		<u>181246.77</u>

* Includes Bank deposits having more than twelve months original maturity of ₹33730.56 Lakhs (Previous Year : ₹28725.90 Lakhs)

* Includes Bank deposits ₹232.67 Lakhs (Previous Year : ₹143.40) held as margin Money/Security against Bank Guarantees.

Includes ₹62.19 Lakhs (Previous Year : ₹119.43 Lakhs) in currencies which are not repatriable.

Above includes ₹426.90 Lakhs (Previous Year : ₹590.64 Lakhs) share of Joint Ventures



	as at 31 st March, 2015 ₹ in lakhs		as at 31 st March, 2014 ₹ in lakhs	
2.9 (E) Short Term Loans & Advances :				
a) Loans & Advances to Related Parties :				
Secured-Considered Good:				
Directors		0.59		1.28
Unsecured-Considered Good:				
Directors	0.96		0.51	
Others	<u>0.81</u>	1.77	<u>0.81</u>	1.32
b) Security Deposit				
Unsecured- Considered Good	341.23		276.52	
Unsecured-Considered Doubtful	<u>0.69</u>		<u>4.19</u>	
	341.92		280.71	
Less: Provision for Doubtful Deposits	<u>0.69</u>	341.23	<u>4.19</u>	276.52
c) Other Loans and Advances :				
(Advances Recoverable in Cash or in Kind or for Value to be Received):				
Secured-Considered Good:				
Employees	259.69		259.57	
Unsecured-Considered Good:				
Employees	1004.70		842.03	
Prepaid Expenses	408.32		258.06	
Advances to Vendors/Contractors	5213.59		2170.62	
Advance Income Tax	0.00		115.32	
Advance Fringe Benefit Tax	0.00		3.50	
Retention against Contracts	587.74		579.35	
Claims Receivable	0.60		0.60	
Others	891.58		541.64	
Unsecured - Considered Doubtful :				
Employees	1.36		1.36	
Advances to Vendors/Contractors	2.58		2.58	
Claims Receivable	<u>286.30</u>		<u>286.30</u>	
	8656.46		5060.93	
Less: Provision for Doubtful Loans & Advances	<u>290.24</u>	8366.22	<u>290.24</u>	4770.69
TOTAL (a+b+c)		<u>8709.81</u>		<u>5049.81</u>

Above includes ₹30.13 Lakhs (Previous Year : ₹34.47 Lakhs) share of Joint Ventures

2.9 (F) Other Current Assets :

Work In Progress *	50.58	643.50
Fixed asset held for disposal	12.00	0.00
Interest Accrued on Current Bank Deposits	5222.15	4132.77
Unbilled Revenue **	27658.97	27831.52
	<u>32943.70</u>	<u>32607.79</u>

* As taken, valued and certified by the management

** Represents Gross amount due from Customer for Contract Work in terms of Accounting Standard (AS-7) "Construction Contracts"

Above includes ₹60.94 Lakhs (Previous Year : ₹82.91 Lakhs) share of Joint Ventures

	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
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2.10) Revenue from Operations :

The details of Revenue from operations for different components of revenue is detailed as below :

A) Consultancy & Engineering Services	98258.74	119254.00
	<u>98258.74</u>	<u>119254.00</u>
B) Turnkey Projects	76458.74	71452.03
	<u>76458.74</u>	<u>71452.03</u>
Total (A+B)	<u><u>174717.48</u></u>	<u><u>190706.03</u></u>

**Increase/(Decrease) in
Work-in-Progress****A) Consultancy & Engineering Services**

Closing Work-in-Progress	6.21		643.50	
Less: Opening Work-in-Progress	<u>643.50</u>	(637.29)	<u>6702.38</u>	(6,058.88)

B) Turnkey Projects

Closing Work-in-Progress	44.37		0.00	
Less: Opening Work-in-Progress	<u>0.00</u>	44.37	<u>(592.92)</u>	0.00
				- (6,058.88)

2.11) Other Income

The details of other Income into various categories is disclosed hereunder :

Interest Earned (Gross) :

Bank deposits	18960.57	17949.34
Loans to Employees	161.97	163.65
Others	543.86	368.21
	<u>19666.40</u>	<u>18481.20</u>

Income from Long Term Investments:

Share of Profit from AOP (Trade Investment)	59.43	56.47
Dividend Income from Current Investments	282.62	163.55
Capital Gain on redemption of Investments in Mutual Funds	6719.82	3874.26
Funds recd. for expenditure against R&D	189.47	378.35
Less: Utilisation	<u>(189.47)</u>	<u>(378.35)</u>
Profit on Sale of Assets	12.52	3.52
Miscellaneous Income	570.90	621.45
	<u>7645.29</u>	<u>4719.25</u>
	<u>27311.69</u>	<u>23200.45</u>

Above includes ₹86.74 Lakhs (Previous Year : ₹111.48 Lakhs) share of Joint Ventures

Expenses :

The Details of expenses under various heads as per their nature is as given below :

	Year ended 31 st March, 2015 ₹ in lakhs		Year ended 31 st March, 2014 ₹ in lakhs	
2.12) Technical Assistance/Sub Contracts		33288.59		43517.45
2.13) Construction Materials & Equipments		25334.52		19245.68
2.14) Employee Benefits Expense :				
Salaries and Allowances @				
Staff	46141.21		47728.42	
Directors	323.07	46464.28	228.85	47957.27
Contribution towards Employees` Pension and Provident Fund & Administration Charges thereon:				
Staff	3899.26		3737.95	
Directors	15.89	3915.15	15.17	3753.12
Contribution towards Employees` Defined Contributory Superannuation Scheme:				
Staff	4827.11		4051.91	
Directors	20.30	4847.41	16.95	4068.86
Staff Welfare				
Staff	4194.10		4450.13	
Directors	5.81	4199.91	6.60	4456.73
Contribution to Gratuity Fund*	666.91		378.72	
Less: Contribution received from Others	3.50	663.41	0.00	378.72
		60090.16		60614.70

@ Salaries and Allowances Includes :

a) Provision for Bonus of ₹0.08 Lakhs (Previous Year : ₹0.08 Lakhs).

b) ₹1827.23 Lakhs (Previous Year : ₹2783.74 Lakhs) on account of Leave Encashment Funded Scheme with LIC of India.

* Includes Term Insurance Premium paid to LIC of India.

Above includes ₹142.85 Lakhs (Previous Year : ₹164.67 Lakhs) share of Joint Ventures

	Year ended 31 st March, 2015 ₹ in lakhs		Year ended 31 st March, 2014 ₹ in lakhs	
2.15) Depreciation & Amortization Expense				
Depreciation & Amortization Expense		2017.55		1478.78
		2017.55		1478.78
2.16) Other Expenses :				
2.16 (a) Facilities :				
Rent :				
Office		585.51		523.91
Residential Accommodation				
Staff	1097.35		931.22	
Directors	10.41	1107.76	14.70	945.92
Less: Recovered - Staff	156.44		133.27	
- Directors	1.66	158.10	2.44	135.71
		949.66		810.21
Light ,Water & Power		1213.88		999.68
Insurance		563.83		321.55
Misc. Repairs & Maintenance *		2545.94		2439.30
Hire Charges of Office Equipments		24.23		36.95
		5883.05		5131.60
2.16 (b) Corporate Cost :				
Bank Charges		168.68		133.56
Sitting Fees to Independent Directors		12.60		9.46
Interest		28.63		6.80
Advertisement for Tender				
& Recruitment		708.19		861.47
Publicity		227.38		580.94
Subscription		148.30		114.38
Entertainment		249.49		253.83
Foreign Exchange Difference (net) **		214.00		497.01
Remuneration to Auditors:				
For Audit	9.51		8.88	
For Tax Audit	1.90		1.75	
Out of Pocket	1.08		0.99	
Others	6.68	19.17	13.70	25.32
Filing Fee		1.55		1.20
Legal & Professional Charges		391.00		496.76
Licences & Taxes		279.45		376.24
Loss on Sale of Assets		0.10		1.99
Fixed Assets Written off		4.79		18.03
		2453.33		3376.99

* Includes ₹110.42 Lakhs (Previous Year : ₹220.22 Lakhs) for repairs & maintenance of own building and ₹180.46 Lakhs (Previous Year : ₹289.98 Lakhs) for Plant & Machinery.

** Includes ₹135.95 Lakhs (Previous Year : Nil) towards exchange gain on repatriation of Joint Venture's part capital.

Above includes ₹40.67 Lakhs (Previous Year : ₹48.09 Lakhs) share of Joint Ventures



	Year ended 31 st March, 2015 ₹ in lakhs	Year ended 31 st March, 2014 ₹ in lakhs
2.16 (c) Other Costs		
Consumables/Stores/Equipment R&D Centre	270.16	257.88
Travel & Conveyance		
Directors @	70.55	70.79
Others	<u>8510.63</u>	<u>7288.02</u>
	8581.18	7358.81
Printing , Stationery & General Office Supplies	436.58	414.39
Newspapers and Periodicals	70.16	74.06
Postage & Telecommunications	624.89	543.15
Courier ,Transportation & Handling	57.22	48.76
Commission to Foreign Agents	434.24	219.63
Provision for Doubtful Debts& Advances (net)	737.13	(1,085.19)
Bad Debts written off	98.71	8.33
Provision for Contractual obligations (net)	2465.59	(5,168.59)
Provision for expected losses	7551.16	0.00
Training Expenses		
Travel	67.44	34.68
Others	<u>255.51</u>	<u>319.39</u>
	322.95	354.07
CSR Expenses	1708.07	646.32
Expenditure relating to Oil & Gas exploration blocks	719.98	495.31
Miscellaneous Expenses	119.71	94.93
	<u>24197.73</u>	<u>4261.86</u>
Less: Inhouse expenditure relating to		
Capital Works	338.33	481.21
CSR	<u>5.37</u>	<u>0.00</u>
	<u>343.70</u>	<u>481.21</u>
	<u><u>23854.03</u></u>	<u><u>3780.65</u></u>

@ Includes recovery of ₹1.52 Lakhs on account of use of car (Previous Year : ₹0.92 lakhs)

Above includes ₹23.40 Lakhs (Previous Year : ₹30.28 Lakhs) share of Joint Ventures

2.17 Contingent Liabilities & Commitments

i) Contingent Liabilities:

- a) Claims against the Company not acknowledged as debt.

Commercial claims including employee's claims pending in the Courts or lying with Arbitrators amounting to ₹4518.75 Lakhs (Previous year: ₹4130.28 Lakhs).

- b) Income Tax/Fringe Benefit Tax assessments have been completed upto the assessment year 2012-13. Income Tax liability, if any, in respect of pending assessments for the assessment years 2013-14 and 2014-15 cannot be ascertained although tax as per return/revised return has been paid in full.

Wealth Tax Assessments have been completed upto the Assessment Year 2012-13. Wealth Tax liability, if any, in respect of pending assessments for the Assessment Years 2013-14 and 2014-15 cannot be ascertained although tax on returned wealth has been paid in full.

Company has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) and other processing mistakes amounting to ₹348.86 lakhs for assessment years 2010-11 and 2011-12 (Previous Year : ₹387.52 lakhs for assessment years 2007-08, 2010-11 and 2011-12).

Income Tax Department is in appeal for an amount of ₹312.55 lakhs with Income Tax Appellate Tribunal against the Commissioner of Income Tax (Appeals) Orders in Company's favour for the Assessment Years 2002-03, 2004-05 and 2010-11 (Previous Year : ₹608.44 lakhs for assessment years 2002-03 and 2004-05).

Company has filed an appeal with Commissioner of Income Tax (Appeal) for an amount of ₹43.48 Lakhs against the order of Assessing Officer u/s 143(3) for the Assessment Year 2012-13.

Company has filed an appeal with Commissioner of Income Tax (Appeals) for an amount of ₹0.32 Lakhs (Previous year: ₹0.32 Lakhs) against the order of Assistant Commissioner of Income Tax (TDS) u/s 201(1) for the Assessment Year 2009-10.

Company has filed an appeal against demand of service tax (inclusive of penalty of ₹31.44 Lakhs) for ₹62.87 lakhs (Previous Year: ₹62.87 lakhs) and interest thereon by Commissioner of Central Excise (Appeals) for the period 01.4.2002 to 17.4.2006 before Customs, Excise and Service Tax Appellate Tribunal (CESTAT).

The Company has filed an appeal against the order of Additional Commissioner (Appeals), Mathura before Sales Tax Tribunal, Agra for an amount of ₹132.53 Lakhs (Previous Year : ₹132.53 lakhs) in respect of assessment year 1999-2000 and ₹116.12 Lakhs (Previous Year ₹116.12 lakhs) for assessment year 2000-01 on account of sales tax.

The Company has filed an appeal against the order of Additional Commissioner (Appeals), Mathura before Sales Tax Tribunal, Agra for an amount of ₹18.71 Lakhs (Previous Year : ₹18.71 lakhs) on account of entry tax for the year 1999-2000 and against which an amount of ₹5.01 Lakhs (Previous Year : ₹5.01 lakhs) had been deposited.

- c) Income Tax Assessments in respect of Certification Engineers International Limited have been completed upto the Assessment Year 2012-13. Income Tax liability, if any, in respect of pending assessment for the assessment years 2013-14 and 2014-15 can not be ascertained although tax as per return has been paid in full.

Certification Engineers International Limited has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) amounting to ₹91.91 lakhs for the assessment year 2012-13.

Certification Engineers International Limited has filed an appeal with Commissioner of Income Tax (Appeal) for an amount of ₹1.31 lakhs (Previous Year : ₹1.31 lakhs) against the order of Assessing Officer u/s 143(3) for the Assessment Year 2011-12.

Certification Engineers International Limited has filed an application for rectification (u/s 154) of short credit given for Tax Deducted at Source (TDS) and other processing mistakes amounting to ₹42.63 lakhs (Previous Year : ₹42.63 lakhs) for assessment year 2011-12.

Certification Engineers International Limited has filed a reply to show cause notice cum demand of ₹227.47 lakhs (Previous Year ₹227.47 lakhs) created by Commissioner, Service Tax, Mumbai on 27th November 2009, for the period from April, 2004 to March, 2009.

Certification Engineers International Limited has filed a reply to show cause notice cum demand of ₹3.21 lakhs (Previous Year ₹3.21 lakhs) created by Commissioner, Service Tax, Mumbai on 29th October 2010, for the period from April, 2009 to March, 2010.

Certification Engineers International Limited has filed a reply to show cause notice cum demand of ₹8.92 lakhs (Previous Year ₹8.92 lakhs) created by Additional Commissioner, Service Tax, Mumbai on 18th October 2011, for the period from April, 2010 to March, 2011.

Certification Engineers International Limited has filed a reply to show cause notice demand of ₹20.91 lakhs (Previous Year ₹20.91 lakhs) created by Additional Commissioner, Service Tax, Mumbai on 8th November, 2012, for the period from April, 2011 to March, 2012.

Certification Engineers International Limited has filed a reply to show cause notice demand of ₹0.40 lakhs created by Additional Commissioner, Service Tax, Mumbai on 12th June, 2014, for the period from April, 2012 to March, 2013.

Certification Engineers International Limited has received notice from Navi Mumbai Municipal Corporation (NMMC) dated 4th March, 2015, claiming ₹43.90 lakhs as outstanding property tax for the property at CBD Belapur Station (Head Office). In reply, the company has requested the concerned authority to carry out assessment of property tax, and raise bills accordingly. It has also been stated that pending assessment of property tax and generation of supporting bills towards the claim, no delayed payment charges are leviable.

Certification Engineers International Limited has already paid property tax on self-assessment basis for the period upto 31st March, 2015, pending assessment of property tax, prior to receipt of the said notice. On the strength of a legal opinion obtained in this regard and internal review, the company is confident that payment already made is adequate in the given circumstances and no provision towards outstanding property tax is necessary.

- d) Corporate Guarantee given on behalf of Joint Venture ₹200 Lakhs (Previous year: ₹200 Lakhs)

In respect of above contingent liabilities, it is not probable to estimate the timing of cash flow, if any, pending the resolution of Arbitration/Appellate/Court/ Assessment proceedings.

ii) Commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹2182.47 Lakhs (Previous year ₹5050.63 Lakhs).

Company's estimated share in work programmes committed under production sharing contract in respect of oil & gas exploration blocks as on 31st March, 2015 is ₹5121.53 Lakhs (Previous year: ₹5583.75 Lakhs).

- 2.18 a)** Guarantees issued by the banks and outstanding as on 31st March, 2015 ₹74212.12 Lakhs (Previous year: ₹45106.82 Lakhs), against which a provision of ₹23079.59 Lakhs (Previous year: ₹19941.61Lakhs) has been made in the books towards liability for performance guarantees/warranties.
- b)** Letter of credit outstanding as on 31st March, 2015 ₹3599.88 Lakhs (Previous year: ₹419.98 Lakhs).
- c)** Corporate Guarantees issued by the Company on its behalf for contractual performance and outstanding as on 31st March, 2015 ₹22471.50 Lakhs (Previous year: ₹24300.50 Lakhs).
- 2.19 a)** Depreciation has been provided over the estimated useful lives of the depreciable assets using the straight line method in respect of Joint Venture, Jabal Eiliot Co. Ltd. as against straight line method either on the basis of rates arrived at with reference to the useful life of the assets evaluated by the Committee consisting of Technical experts and approved by the Management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013, whichever is higher in the case of 'the Company'.
- b)** No income has been taken into account on jobs for which the terms have been agreed to at lumpsum services/turnkey contracts and outcome of job cannot be estimated reliably in the case of 'Company' as against physical progress of less than 25% in case of Subsidiary, 'Certification Engineers International Limited' and physical progress of less than 10% in the case of Joint Venture Company 'TEIL Projects Limited'.

The proportion of above items in the Consolidated Financial Statements is not material.

- 2.20. i)** Land & Buildings includes ₹0.07 Lakhs (₹0.07 Lakhs) being amount invested as Share Money in Cooperative Housing Societies as detailed below:

Twintowers Premises Cooperative Society Ltd., Mumbai
10 ordinary shares of ₹50/- each fully paid.

Gardenview Premises Cooperative Society Ltd., Mumbai
10 ordinary shares of ₹50/- each fully paid.

Heera Panna Towers Cooperative Housing Society Ltd., Vadodara
10 ordinary shares of ₹50/- each fully paid.

Suflam Cooperative Housing Society Ltd., Ahmedabad
8 ordinary shares of ₹250/- each fully paid.

Darshan Co-operative Society Ltd., Vadodara
80 ordinary shares of ₹50/- each fully paid

- ii)** The Company is having a plot measuring 6826.90 square meters with three Buildings, comprising of 84 flats at GOKULDHAM, GOREGAON (EAST), MUMBAI. It was noticed that out of total area of 6826.90 square meter, around 4400 square meter of area only is in the Company's possession. The Company has initiated action by filing an application for eviction under the Public Premises (Eviction Of Unauthorised Occupants) Act 1971 and proceeding thereunder are in progress. The Capitalized cost & Written down value of the above property as on 31st March, 2015 was ₹238.19 Lakhs (Previous Year : ₹238.19 Lakhs) and ₹55.24 Lakhs (Previous Year : ₹60.96 Lakhs) respectively.
- iii)** Pursuant to applicability of Companies Act, 2013 from accounting period commencing after 1 April, 2014, policy for charging depreciation on fixed assets on straight line method, at higher of rates, arrived at with reference to the useful life of the assets evaluated by the Committee consisting of Technical experts and approved by the Management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013 is adopted.

In terms of provisions of Schedule II of the Companies Act, 2013, in case any asset whose useful life has been completed as on 1 April 2014, the carrying value, net of residual value thereof has been adjusted from the General Reserve and in other cases additional depreciation due to revised useful lives of the assets has been recognized in the Statement of Profit and Loss. Due to above, the amount adjusted from Reserve (net of deferred tax) was ₹38.13 Lakhs and additional depreciation charge during the current financial year was ₹264.07 Lakhs.

- 2.21** There is no impairment of cash generating assets during the year in terms of Accounting Standard (AS-28) "Impairment of Assets".
- 2.22 (i)** In terms of provision of Accounting Standard (AS -7) "Construction Contracts", the information in respect of Lumpsum services/ Trunk Projects for contract in progress as on 31st March, 2015:
- The aggregate amount of Cost incurred and recognized Profit up to 31st March, 2015 ₹948988.09 Lakhs (Previous Year: ₹942196.15 Lakhs).
 - The amount of advances received ₹4788.97 Lakhs (Previous Year: ₹1635.01 Lakhs).
 - The amount of retention ₹576.92 Lakhs (Previous Year: ₹573.57 Lakhs)
- ii)** The estimates with respect total cost and total revenue in respect of construction contracts are reviewed and up dated periodically to ascertain the percentage completion for revenue recognition in accordance with Accounting Standard (AS) -7 "Construction Contracts". However, it is impracticable to quantify the impact of change in estimates.
- 2.23.** The disclosures in respect of employee benefits covered under Accounting Standard (AS-15) "Employee Benefits" are made as far as practicable.

Defined Contribution Plan

The amount recognized as an expense in defined contribution plan is as under:

(₹ In Lakhs)

Particulars	Expense recognized in Year ended 31st March, 2015	Expense recognized in Year ended 31st March, 2014
Contributory Provident Fund & Employees Pension Scheme, 1995	3915.15	3753.12
Employees Defined Contributory Superannuation Scheme	4847.41	4068.86

In respect of Provident Fund, the company has a separate irrevocable PF Trust, managing the Provident Fund accumulation of employees. The Guidance on implementing AS15, Employee Benefits (revised 2005) issued by Accounting Standards Board (ASB) of ICAI states that benefits involving employer established provident funds, which require interest shortfalls to be re-compensated by the employer are to be considered as defined benefit plans. In this regard, Actuarial valuation as on 31st March, 2015 was carried out by the Actuary to find out value of Projected Benefit Obligation arising due to interest rate guarantee by the Company towards Provident Fund. In terms of said valuation the Company has no liability towards interest rate guarantee as on 31st March, 2015.

Defined Benefit Plan

Company is having the following Defined Benefit Plans:

- Gratuity (Funded)
- Leave Encashment (Funded)
- Post Retirement Medical Benefits (Funded)
- Long Service Awards (Unfunded)
- Other benefits on Retirement (Unfunded)

(₹ in Lakhs)

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
a) Actuarial Assumptions										
Discount rate	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%
Expected rate of return on assets	9.40%	9.20%	9.40%	9.20%	9.40%	9.20%	—	—	—	—
Expected rate of future salary increase	10.00%	10.00%	10.00%	10.00%	—	—	—	—	—	—
Increase in compensation levels	—	—	—	—	7.50%	7.50%	—	—	—	—
Increase in price (Gold) of award (Silver)	—	—	—	—	—	—	12.00%	13.00%	—	—
							12.00%	16.00%		
Increase in other benefits on Retirement	—	—	—	—	—	—	—	—	5.00%	5.00%
b) Reconciliation of opening and closing balances of Defined Benefit obligation										
Present value of obligations as at beginning of year	10979.13	10757.69	24938.26	22806.76	10474.67	9265.33	2011.88	2091.87	136.93	153.15
Interest cost	933.22	860.62	2119.75	1824.54	890.35	787.55	171.01	167.35	11.64	12.25
Current Service Cost	907.21	886.28	3853.07	2114.40	223.79	195.21	161.22	204.19	7.09	6.87
Curtailment Cost / (Credit)	—	—	(548.99)	—	—	—	—	—	—	—
Past Service Cost	—	—	—	—	—	—	—	—	—	—
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	(115.33)	(127.98)	(17.72)	(15.47)
Actuarial (gain)/loss on Obligations	(222.26)	(452.37)	(1602.34)	779.83	1109.79	1070.98	(507.25)	(323.56)	0.71	(19.87)
Present value of obligations as at end of year	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
c) Reconciliation of opening and closing balances of fair value of plan assets										
Fair value of plan assets as on beginning of year	10909.66	10885.28	22153.41	20947.11	9210.41	8161.76	—	—	—	—
Additional Interest in plan asset credited at beginning of period	—	—	—	—	—	—	—	—	—	—
Expected return on plan assets	1003.68	1039.54	2038.11	2000.45	847.36	779.45	—	—	—	—
Contributions	292.72	137.85	2784.63	1858.54	1264.15	1103.57	—	—	—	—
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	—	—	—	—
Actuarial Gain/(Loss) on Plan assets	(19.70)	(79.92)	(43.85)	(65.42)	65.12	10.03	—	—	—	—
Fair value of plan assets at the end of year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	—	—	—	—

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
d) Fair value of plan assets as on 31st March, 2015										
Fair value of plan assets at beginning of year	10909.66	10885.28	22153.41	20947.11	9210.41	8161.76	—	—	—	—
Additional Interest in plan asset credited at beginning of period	—	—	—	—	—	—	—	—	—	—
Actual return on plan assets	983.98	959.62	1994.26	1935.03	912.48	789.48	—	—	—	—
Contributions	292.72	137.85	2784.63	1858.54	1264.15	1103.57	—	—	—	—
Benefits paid	(1298.55)	(1073.09)	(12966.14)	(2587.27)	(936.10)	(844.40)	—	—	—	—
Fair value of plan assets at the end of year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	—	—	—	—
Funded status	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
Excess of Actual over estimated return on plan	(19.70)	(79.92)	(43.85)	(65.42)	65.12	10.03	—	—	—	—
e) Actuarial Gain/Loss recognized for the year ended 31st March, 2015										
Actuarial gain/(Loss) for the year – Obligation	222.26	452.37	1602.34	(779.83)	(1109.79)	(1070.98)	507.25	323.56	(0.71)	19.87
Actuarial (gain)/Loss for the year – plan assets	19.70	79.92	43.85	65.42	(65.12)	(10.03)	—	—	—	—
Total (gain)/Loss for the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
Actuarial (gain)/Loss recognized in the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
f) The amounts recognized in the balance sheet										
Present value of obligations as at the end of year	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
Fair value of plan assets as at the end of the year	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	—	—	—	—
Funded status	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
Net (Asset)/liability recognized in balance sheet	410.94	69.47	1827.45	2784.85	1311.56	1264.26	1721.53	2011.88	138.65	136.93
g) Expenses Recognized in statement of Profit & Loss										
Current Service Cost	907.21	886.28	3853.07	2114.40	223.79	195.21	161.22	204.19	7.09	6.87
Past Service Cost	—	—	—	—	—	—	—	—	—	—
Interest cost	933.22	860.62	2119.75	1824.54	890.35	787.55	171.01	167.35	11.64	12.25
Expected return on plan assets	(1003.68)	(1039.54)	(2038.11)	(2000.45)	(847.36)	(779.45)	—	—	—	—
Curtailment Cost / (Credit)	—	—	(548.99)	—	—	—	—	—	—	—
Net Actuarial (gain)/Loss recognized in the year	(202.56)	(372.45)	(1558.49)	845.25	1044.67	1060.95	(507.25)	(323.56)	0.71	(19.87)
Expenses recognized in statement of Profit & Loss	634.19	334.91	1827.23	2783.74	1311.45	1264.27	(175.02)	47.99	19.44	(0.75)

	Gratuity (Funded)		Leave Encashment (Funded)		Post Retirement Medical Benefits (Funded)		Long Service Award (Unfunded)		Other Benefits on Retirement (Unfunded)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
h) Amount for the current period										
Present Value of Obligation	11298.75	10979.13	15793.61	24938.26	11762.50	10474.67	1721.53	2011.88	138.65	136.93
Plan Assets	10887.81	10909.66	13966.16	22153.41	10450.94	9210.41	—	—	—	—
Surplus (Deficit)	(410.94)	(69.47)	(1827.45)	(2784.85)	(1311.56)	(1264.26)	(1721.53)	(2011.88)	(138.65)	(136.93)
i) Major Categories of Plan Assets (as percentage of total plan assets)										
Fund managed by Insurer	100%	100%	100%	100%	100%	100%	—	—	—	—

- j) The effect of an increase of one percentage point and the effect of a decrease of one percentage point in the assumed medical cost trend rates on the following in respect of Post Retirement Medical Benefits Scheme:

(₹ In Lakhs)

	At 7.5% rate of escalation	At 6.5% rate of escalation	At 8.5% rate of escalation
Current Service Cost (for the period 01.04.2014 to 31.03.2015)	223.79	180.97	282.20
Interest Cost (for the period 01.04.2014 to 31.03.2015)	890.35	806.77	985.91
Value of Projected Benefit Obligation on 31.03.2015	11762.50	10676.40	13090.94

- k) The amount pertaining to defined benefit plans for current annual period and previous four annual periods are as follows:

(₹ In Lakhs)

Particulars	As on 31 st March, 2015	As on 31 st March, 2014	As on 31 st March, 2013	As on 31 st March, 2012	As on 31 st March, 2011
1) Gratuity (funded)					
Present value of obligation	11298.75	10979.13	10757.69	10779.64	10680.63
Plan assets	10887.81	10909.66	10885.28	10996.34	10597.84
Surplus/(deficit)	(410.94)	(69.47)	127.59	216.70	(82.79)
Experience adjustments plan liabilities	624.40	—	—	—	—
Experience adjustments plan assets	(19.70)	(79.92)	—	—	—
2) Leave encashment (funded)					
Present value of obligation	15793.61	24938.26	22806.76	21397.84	19328.00
Plan assets	13966.16	22153.41	20947.11	19394.11	16439.24
Surplus/(deficit)	(1827.45)	(2784.85)	(1859.65)	(2003.73)	(2888.76)
Experience adjustments plan liabilities	530.93	—	—	—	—
Experience adjustments plan assets	(43.85)	(65.42)	—	—	—
3) Post retired medical benefits (funded)					
Present value of obligation	11762.50	10474.67	9265.33	8156.45	7528.50
Plan assets	10450.94	9210.41	8161.76	7581.94	6421.20
Surplus/(deficit)	(1311.56)	(1264.26)	(1103.57)	(574.51)	(1107.30)
Experience adjustments plan liabilities	(446.50)	(540.88)	(983.88)	(483.24)	116.40
Experience adjustments plan assets	65.12	10.03	17.52	—	—
4) Long service awards (unfunded)					
Present value of obligation	1721.53	2011.88	2091.87	1992.76	1606.26
Experience adjustments plan liabilities	375.41	206.07	146.51	(164.29)	134.69
5) Other benefits on retirement (unfunded)					
Present value of obligation	138.65	136.93	153.15	171.65	160.29
Experience adjustments plan liabilities	3.76	16.02	19.86	(5.41)	(3.98)

l) The best estimate of contribution during the next financial year is as follows:

Gratuity (Funded)	Leave Encashment (Funded)	Post Retirement Medical Benefits (Funded)	Long Service Award (Unfunded)	Other Benefits on Retirement (Unfunded)
₹545.15 Lakhs (Previous Year : ₹223.47 Lakhs)	₹4002.19 Lakhs (Previous Year : ₹3219.19 Lakhs)	₹1394.62 Lakhs (Previous Year : ₹1278.04 Lakhs)	₹95.76 Lakhs (Previous Year : ₹188.14 Lakhs)	₹15.27 Lakhs (Previous Year : ₹15.18 Lakhs)

2.24 The defined benefit plan in respect of Certification Engineers International Limited are as under:

- (i) Gratuity (Funded)
- (ii) Leave Encashment (Unfunded)
- (iii) Long Service Award (Unfunded)

The liabilities on these accounts are provided for as per actuarial valuation. The requisite disclosures as per Accounting Standard (AS-15) - (Employee Benefits) are disclosed in the notes to the accounts of Subsidiary Company.

2.25 (a) Amount payable in Foreign Currency (Unhedged) on account of the following:

Amount in Lakhs

Liabilities & Provisions			
As on 31 st March, 2015		As on 31 st March, 2014	
₹	Foreign Currency	₹	Foreign Currency
433.08	AED 24.72	348.38	AED 20.72
9242.31	USD 146.56	8720.80	USD 144.17
9.84	KWD 0.05	2.24	KWD 0.01
490.71	EURO 7.17	701.08	EURO 8.40
402.84	GBP 4.31	444.83	GBP 4.41
113.69	SWK 15.47	15.17	SWK 1.62
157.72	JPY 299.68	1322.25	JPY 2239.97
0.08	OR 0.00	0.08	OR 0.00
2.20	BD 0.01	5.05	BD 0.03
0.00	AD 0.00	21.99	AD 27.14

(b) Amount receivable in Foreign Currency (Unhedged) on account of the following:

Amount in Lakhs

Assets, Loans & Advances			
As on 31 st March, 2015		As on 31 st March, 2014	
₹	Foreign Currency	₹	Foreign Currency
1375.71	AED 82.82	1127.23	AED 71.16
6700.57	USD 107.69	564.69	USD 9.51
126.98	KWD 0.63	20.50	KWD 0.10
739.58	EURO 11.06	709.49	EURO 8.73
3.09	BOLIVAR 0.59	3.21	BOLIVAR 0.32
7.16	GBP 0.08	7.68	GBP 0.08
0.28	LD 0.01	0.28	LD 0.01
82.10	AD 122.54	150.08	AD 185.28
14.02	YUAN 1.40	17.14	YUAN 1.66
0.28	TAKA 0.34	49.82	TAKA 62.28

(c) Foreign Currency Hedged Contracts outstanding as on 31st March, 2015 – Nil

2.26 The Working Capital facilities from Banks are secured by hypothecation of stocks, book debts and other current assets of the Company, both present and future.

In case of TEIL Projects Limited, hypothecation of company's all current assets and movable fixed assets (both present and future) had been made in favour of Yes Bank Limited (YBL) towards extending Fund/Non-Fund based overall credit facilities of ₹50.00 Lakhs during the year.

2.27 As per Accounting Standard (AS-22) "Accounting for Taxes on Income", the major components of deferred tax assets and liabilities arising on account of timing differences are:

(₹ in Lakhs)

Sl. No	Particulars of Deferred Tax Assets/ (Liability)	Upto 31 st March, 2014	For the year Ended 31 st March, 2015	As on 31 st March, 2015
A.	Deferred Tax Asset			
1.	Provision For leave Encashment	8579.28	(2994.29)	5584.99
2.	Provision for Contractual Obligations	8597.45	1009.61	9607.06
3.	Provision for Estimated Losses	—	2613.31	2613.31
4.	Provision for Doubtful Debts	1500.98	282.40	1783.38
5.	Provision for Post Retirement Medical	3560.34	510.43	4070.77
6.	Provision for Leave encashment and Provident fund for pay revision allowable on cash basis u/s 43B	0.40	—	0.40
7.	Provision for Other Benefits on retirement	46.55	1.44	47.99
8.	Provision for Long Service Awards	688.08	(87.31)	600.77
9.	Voluntary Retirement Scheme	2.77	(2.77)	—
10.	Carry forward of unabsorbed long term Capital Loss on Investment in Fixed Maturity Plans of Mutual Funds	474.43	(474.43)	—
11.	Provision for Loss in Joint Ventures	143.02	28.22	171.24
	Total Deferred Tax Asset	23593.30	886.61	24479.91
B.	Deferred Tax Liability:			
1.	Depreciation	391.58	776.49*	1168.07
	Total Deferred Tax Liability	391.58	776.49	1168.07
C.	Net Deferred Tax Asset / (Liability)	23201.72	110.12	23311.84

* Includes an amount of ₹19.03 Lakhs adjusted from General Reserve for fixed assets having NIL remaining life as on 1-04-2014 in line with provisions of Schedule II of Companies Act, 2013.

2.28 Prior period items net debit of ₹818.15 Lakhs (Previous year: net debit ₹290.88 Lakhs) shown under prior period adjustments are as detailed below:-

Prior Period Income

(₹ in Lakhs)

	Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
I	Consultancy & Engineering Projects	(697.06)	(98.99)
II	Turnkey Projects	—	(146.43)
III	Miscellaneous Income	—	0.14
	(A)	(697.06)	(245.28)

Prior Period Expenditure

(₹ in Lakhs)

	Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
I	Employee benefit expense	—	13.81
II	Facilities	91.05	5.25
III	Depreciation	30.04	26.54
	(B)	121.09	45.60
	TOTAL(A-B)	(818.15)	(290.88)

2.29 CSR Activity Reserve amounting to ₹2843.63 Lakhs (Previous year : ₹2874.74 Lakhs) under head Reserves & Surplus (Note 2.2) represents unspent amount, out of amounts set aside of profit earned in the past years for meeting social obligations as per Department of Public Enterprise guidelines for Corporate Social Responsibility and provisions of Companies Act, 2013 and rules made thereunder.

2.30 In line with Accounting Standard (AS- 17) "Segment Reporting", the Company has (segmented) identified its business activity into two business segment i.e. Consultancy & Engineering Projects and Turnkey Projects, taking into account the organizational structure and internal reporting system as well as different risk and rewards of these segments. Segment results are given below:-

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)

	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Segment Revenue		
Consultancy & Engineering projects	97621.45	113195.12
Turnkey Projects	76503.11	71452.03
Total	174124.56	184647.15
Segment Profit		
Consultancy & Engineering Projects	23825.04	49869.31
Turnkey Projects	5602.19	4032.98
Total (a)	29427.23	53902.29
Prior period adjustment	818.15	290.88
Interest	28.63	6.80
Other un-allocable expenditure	8195.27	6394.19
Total (b)	9042.05	6691.87
Other Income (c)	27311.69	23200.45
Profit Before Tax (a-b+c)	47696.87	70410.87
Capital Employed (*)	263166.67	252173.76

(*) Fixed Assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and support services are used interchangeably between segments. Accordingly, no disclosure relating to total segment assets and liabilities has been made.

2.31 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD (AS-18) "RELATED PARTY DISCLOSURES":-

(A) RELATED PARTIES:

S. No.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1.	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2.	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3.	JABAL EILLOT CO. LTD.	JOINT VENTURE COMPANY
4.	RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED	JOINT VENTURE COMPANY
5.	OIL AND GAS EXPLORATION AND PRODUCTION BLOCK NO. CB-ONN-2010/8	UNINCORPORATED JOINT VENTURE – NON OPERATOR WITH PARTICIPATING INTEREST 20%
6.	OIL AND GAS EXPLORATION AND PRODUCTION BLOCK NO. CB-ONN-2010/11	UNINCORPORATED JOINT VENTURE – NON OPERATOR WITH PARTICIPATING INTEREST 20%
7.	DIRECTORS/ KEY MANAGEMENT PERSONNEL	
	Mr. A. K. PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Dr. ARCHANA S. MATHUR	DIRECTOR (GOVT. NOMINEE)
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)- upto 31st August, 2014
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL)
	Ms. VEENA SWARUP	DIRECTOR (HR)
	Mr. AJAY N. DESHPANDE	DIRECTOR (TECHNICAL)

S. No.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
	Mr. ASHWANI SONI	DIRECTOR (PROJECTS) – w.e.f. 1 st September, 2014
	Mr. ADIT JAIN	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27 th August, 2014
	Mr. BIJOY CHATTERJEE	NON-OFFICIAL INDEPENDENT DIRECTOR
	Dr. J.P.GUPTA	NON-OFFICIAL INDEPENDENT DIRECTOR
	Dr. R.K.SHEVGAONKAR	NON-OFFICIAL INDEPENDENT DIRECTOR
	Mr. D. R. MEENA	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27 th August, 2014
	Dr. V. VIZIA SARADHI	NON-OFFICIAL INDEPENDENT DIRECTOR – upto 27 th August, 2014
	Mr. SUDERSHAN GUPTA	DIRECTOR (CEIL)
	Mr. S.D.KHERDEKAR	CEO, CEIL
	Dr. SAMAD BIN SOLBAI	DIRECTOR EILAP
	Mr. TAN HOR SENG	DIRECTOR EILAP
	Mr. S.K.TIKKU	DIRECTOR,TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) – upto 30 th October, 2014
	Mr. S.K.JAIN	DIRECTOR,TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) – w.e.f. 31 st October, 2014
	Mr. RAJAN KAPUR	COMPANY SECRETARY

(B) RELATED PARTY TRANSACTIONS:

(₹ in Lakhs)

PARTICULARS	JOINT VENTURE COMPANIES	ASSOCIATION OF PERSON	KEY MANAGEMENT PERSONNEL	UNINCORPORATED JOINT VENTURES	TOTAL
Deputation of employees & Reimbursement of expenses (at cost)	40.11 (Previous year:37.29)				40.11 (Previous year:37.29)
Dividend / Share of profit		59.43 (Previous year:56.47)			59.43 (Previous year:56.47)
Rendering of services & other transactions	3.75 (Previous year:8.73)				3.75 (Previous year:8.73)
Outstanding receivables/ Advances paid	121.76 (Previous year:80.77)			Nil (Previous Year :32.51)	121.76 (Previous year : 113.28)
Services & facilities Received	81.50 (Previous year:133.03)		0.20 (Previous year: Nil)		81.70 (Previous year:133.03)
Outstanding Payable	8.34 (Previous year:3.90)			7.84 (Previous Year: 48.82)	16.18 (Previous Year: 52.72)
Remuneration/ Sitting fees*			463.50 (Previous year:392.90)		463.50 (Previous year:392.90)
Rent paid for residential accommodation			8.75 (Previous year:12.26)		8.75 (Previous year:12.26)
Interest Income on loans given			0.55 (Previous year:0.28)		0.55 (Previous year:0.28)

PARTICULARS	JOINT VENTURE COMPANIES	ASSOCIATION OF PERSON	KEY MANAGEMENT PERSONNEL	UNINCORPORATED JOINT VENTURES	TOTAL
Outstanding Loans, Interest & other receivables			14.98 (Previous year:12.19)		14.98 (Previous year:12.19)
Equity Contribution	244.00 (Previous Year: Nil)				244.00 (Previous Year: Nil)
Repatriation of part capital	495.35 (Previous Year: Nil)				495.35 (Previous Year: Nil)
Provision for diminution in investment / losses in Ventures	111.03 (Previous Year:111.01)				111.03 (Previous Year:111.01)
Survey & other expenses and Capital Expenditure				724.75 (Previous Year: 495.31)	724.75 (Previous Year: 495.31)

*The remuneration does not include provision for post retirement/other long term benefits under Accounting Standard-15 (Revised), since the same is not available for individual employees.

2.32 EARNING PER SHARE (E. P. S.)

In terms of Accounting Standard-20 "Earning per Share", the requisite disclosures are as under:

	Calculation of E.P.S.	Year ended 31 st March, 2015	Year ended 31 st March, 2014
A	Net Profit for the year attributable to Equity Shareholders (₹ in Lakhs)	31270.74	48273.08
B	Weighted average number of Equity shares	336936600	336936600
C	Basic & Diluted Earning per share (A)/(B)	₹9.28	₹14.33
D	Nominal value per share	₹5	₹5

2.33 LEASES

- The Company has taken certain office/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements. During the year an amount of ₹1021.80 Lakhs (Previous year ₹1003.05 Lakhs) has been charged towards these cancellable operating leases.
- The Company has taken certain assets like car, commercial/residential premises etc. on non-cancellable operating leases. During the year an amount of ₹643.73 Lakhs has been paid (Previous year ₹362.97 Lakhs) towards these non-cancellable operating leases. The future minimum lease payments in respect of these leases are as follows:
 - Payable not later than 1 year ₹547.96 Lakhs (Previous year: ₹393.94 Lakhs)
 - Payable later than 1 year and not later than 5 years ₹214.74 Lakhs (Previous year: ₹343.92 Lakhs)
 - Payable later than 5 years Nil (Previous year: Nil).
- The Company has given certain office/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements. During the year an amount of ₹243.17 Lakhs (Previous year: ₹231.59 Lakhs) has been accounted for as rental income in respect of these cancellable operating leases.

2.34 In case of TEIL Projects Limited, Joint venture company, has accumulated losses of ₹1093.30 Lakhs and its net worth has been fully eroded, however the company based on business plan and budget for next financial year is confident of carrying business of the company as a going concern.

- 2.35** (i) In one of the turnkey project executed by the company in previous years, the client had levied the price discount and accordingly reduced contract price was recognized as revenue in terms of accounting principles. During the year, the settlement in respect of the same has been completed with client and accordingly segment revenue and profits for turnkey projects includes an amount of ₹7621.56 lakhs towards refund of price discount levied by the client.
- (ii) In one of ongoing turnkey project the Company had in previous years reduced the contract price on account of liquidated damages for delays in the completion of the contract as per provision of AS 7 "Construction Contracts". During the year, the project was

mechanically completed and in terms of contractual provisions, Management has estimated that no liquidated damages shall be incurred and as such adjustment in the contract price has been made, resulting into increase in revenue and profit from turnkey segment by ₹4914.47 Lakhs and ₹4865.32 Lakhs respectively.

2.36 In terms of Accounting Standard (AS 29) "Provisions, Contingent Liabilities and Contingent Assets", the requisite disclosures are as under:

i) The movement in provisions are disclosed as under:

S. No.	Particulars	Class of Provision			
		Contractual Obligations		Expected losses	
		Year ended 31 st March, 2015	Year ended 31 st March, 2014	Year ended 31 st March, 2015	Year ended 31 st March, 2014
1	Opening Balance	25440.86	30609.45	—	—
2	Additional Provision during the year	3782.89	5223.14	7551.16	—
3	Provision used during the year	—	—	—	—
4	Provision reversed during the year	1317.30	10391.73	—	—
5	Closing Balance (1+2-3-4)	27906.45	25440.86	7551.16	—

ii) Nature of provision:

a) Contractual Obligations :

Contractual obligations represent provision for estimated liabilities on account of guarantees and warranties etc. in respect of consultancy & engineering services and turnkey contracts executed by the Company. The said obligation covers performance as well as defect liability period defined in the respective contracts.

For turnkey contracts, the estimated liability on account of contractual obligations is provided at 1% of revenue recognized based on risk assessment made by the management. For consultancy & engineering services contracts the estimated liability on account of contractual obligations is provided as per assessment of probable liability made by the management based on liability clauses in respective contracts.

b) Expected Losses :

For each contracts, at reporting date, total contract cost and total contract revenue are estimated. In respect of contracts, where it is probable that total estimated contract cost will exceed the estimated total contract revenue, the expected loss is recognised as an expense in the statement of Profit and Loss as per principles of Accounting Standard AS -7, "Construction Contracts".

iii) The disclosures in respect of contingent liabilities are given as per Note No. 2.17.

2.37 The balances appearing under heads Trade receivables, Loans & Advances, retention money, Customer's advances, Security deposits receivable/payable and Trade payables are subject to confirmation and reconciliation.

2.38 For Lump sum Services and Turnkey Contracts, balance efforts, cost and time to complete the contract including probability of levy for liquidated damages and price reduction schedules for delays as on reporting date are assessed by the management and relied upon by the auditors.

2.39 Additional information required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiary/Associates/Joint ventures.

Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated net assets	Amount (₹ in lakhs)	As % of Consolidated profit or loss	Amount (₹ in lakhs)
Parent				
Engineers India Limited	97.50	256583.57	98.04	30658.37
Subsidiaries				
Indian				
Certification Engineers International Limited	2.32	6095.26	2.38	743.16
Foreign				
EIL Asia Pacific Sdn. Bhd.	0.01	40.71	(0.02)	(5.60)
Joint Ventures(as per proportionate consolidation/Investment as per the equity method)				
Indian				
TEIL Projects Limited	0.01	10.06	(0.27)	(85.06)
* Ramagundam Fertilizers and Chemicals Limited	0.09	244.00	—	—
Foreign				
Jabal Elliot Company Ltd.	0.07	193.07	(0.13)	(40.13)

* Ramagundam Fertilizers and Chemicals Limited is yet to commence business operations.

2.40 Other notes forming part of the Accounts

These are set out in the notes to the account under the respective Financial Statements of 'the Company', Certification Engineers International Limited, EIL Asia Pacific Sdn. Bhd.(Subsidiary Companies).

2.41 Previous year's figures have been re-casted and/or regrouped wherever necessary to ensure their presentation in line with the current year's figures.

Salient features of Financial Statments of Subsidiary/Associates/ Joint Venture as per Companies Act, 2013

Part "A" : Subsidiaries

1	Sl.No.	1
2	Name of Subsidiary	EIL Asia Pacific Sdn. Bhd. (Incorporated in Malaysia)
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st December, 2014
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Reporting Currency :- Malaysian Ringitt (RM) Exchange Rate :- ₹18.55
5	Share capital	2.50 Lakhs equity shares of RM 1 each
6	Reserves & Surplus	RM (0.31) Lakhs
7	Total assets	RM 2.26 Lakhs
8	Total Liabilites	RM 0.06 Lakhs
9	Investments	-
10	Turnover	-
11	Profit before taxation	RM (0.12) Lakhs
12	Provision for taxation	RM (0.02) Lakhs
13	Profit after taxation	RM (0.14) Lakhs
14	Proposed Dividend	-
15	% of shareholding	100%

1	Sl.No.	2
2	Name of Subsidiary	Certification Engineers International Limited
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March, 2015
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR - ₹
5	Share capital	1 Lakh equity shares of ₹100 each
6	Reserves & Surplus	₹5859.84 Lakhs
7	Total assets	₹7160.35 Lakhs
8	Total Liabilites	₹1200.51 Lakhs
9	Investments	₹53.19 Lakhs
10	Turnover	₹3440.43 Lakhs
11	Profit before taxation	₹1338.71 Lakhs
12	Provision for taxation	₹462.81 Lakhs
13	Profit after taxation	₹875.90 Lakhs
14	Proposed Dividend	₹250.00 Lakhs
15	% of shareholding	100%

Name of Subsidiaries which are yet to commence operations:- Nil

Name of Subsidiaries which have been liquidated or sold during the year:- Nil

Part “B” : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates/Joint Ventures	Jabal Elliot Company Ltd.	TEIL Projects Limited	Ramagundam Fertilizers and Chemicals Limited
1	Latest audited Balance Sheet Date	31 st December, 2014	31 st March, 2015	N.A
2	Shares of Associate/Joint Ventures held by the company on the year end			
	No.	500,000 shares of SR 10 each fully paid up	49,99,997 Equity shares of ₹10 each fully paid up	2440004 Equity shares of ₹10 each fully paid up
	Amount of Investment in Associates/Joint Venture	₹599.00 Lakhs	₹500.00 Lakhs	₹244.00 Lakhs
	Extend of Holding %	33.333%	50%	49.90%
3	Description of how there is significant influence	Due to (%)of share capital	Due to (%)of share capital	Due to (%)of share capital
4	Reason why the associate/joint venture is not consolidated	N.A	N.A	N.A
5	Networth attributable to shareholding as per latest audited Balance Sheet	SR 33.68 Lakhs	₹(46.65) Lakhs	N.A
6	Profit/(Loss) for the year			
i.	Considered in Consolidation	SR (3.80) Lakhs	₹(64.36) Lakhs	N.A
ii.	Not Considered in Consolidation	SR (7.60) Lakhs	₹(64.36) Lakhs	N.A

Name of Joint Ventures which are yet to commence operations:-

Ramagundam Fertilizers and Chemicals Limited

Name of Subsidiaries which have been liquidated or sold during the year:- Nil

(RAJAN KAPUR)
Company Secretary
PAN : AAIPK0926B

(SUDERSHAN GUPTA)
Executive Director {F & A}
PAN : AAGPG5991E

(RAM SINGH)
Director {Finance}
DIN : 02942267

(A.K.PURWAHA)
Chairman & Managing Director
DIN : 00165092

As per our report of even date attached
for M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

(MOHENDER GANDHI)
PARTNER
Membership No. 088396
Firm Registration No. 501433C

Place : New Delhi
Date : May 27, 2015

Comments of the Comptroller and Auditor General of India under section 143(6)(b) read with section 129(4) of the Companies Act, 2013 on the Consolidated Financial Statements of Engineers India Limited for the year ended 31st March, 2015

The preparation of consolidated financial statements of Engineers India Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the companies Act, 2013 is the responsibility of the management of the company. The statutory auditor appointed by the comptroller and Auditor General of India under section 139(5) read with section 129(4) of the Act is responsible for expressing opinion on the financial statements under section 143 read with section 129(4) of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 27 May 2015.

I, on the behalf of the comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) read with section 129(4) of the Act of the consolidated financial statements of Engineers India Limited for the year ended 31 March 2015. We conducted a supplementary audit of the financial statements of Engineers India Limited, Certification Engineers International Limited, but did not conduct supplementary audit of the financial statements of companies mentioned in annexure-A for the year ended on that date. This supplementary audit has been carried out independently without access to the working-papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and Company personnel and a selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors, report.

For and on the behalf of the
Comptroller & Auditor General of India

(Suparna Deb)
Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-II
New Delhi

Place: New Delhi
Date: 01/07/2015

Annexure-A

Detail of companies in which supplementary audit is not conducted

S. No.	Name of Company	Type of Company
1	EIL Asia Pacific Sdn. Bhd. Malaysia	Subsidiary
2	TEIL Projects Limited	Joint Venture
3	Jabal Eillot Co. Ltd.	Joint Venture
4	Ramagundam Fertilizers and Chemicals Limited	Joint Venture

ATTENDANCE SLIP



Regd. Office: Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi – 110066
Tel:011-26762121, Fax:011-26178210, E-mail: eil.mktg@eil.co.in
Website: <http://www.engineersindia.com>
CIN: L74899DL1965GOI004352

Name of the Member/Proxy :
(In Block Letters)

Address of the Member/Proxy :

Folio No. :

DP Id* :

Client Id* :

No. of Shares held :

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **50th Annual General Meeting** of the Company held on Tuesday, the 25th day of August, 2015 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi 110 010.

.....
Member's / Proxy's Signature

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. **NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.**

*Applicable for shares held in electronic form.



Regd. Office: Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi – 110066
Tel:011-26762121, Fax:011-26178210, E-mail: eil.mktg@eil.co.in
Website: http://www.engineersindia.com
CIN: L74899DL1965GOI004352

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail ID:	
Registered Address:		Folio No./ * DP & Client Id:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name: Address:
 E-mail Id: Signature:, or failing him/her;
- (2) Name: Address:
 E-mail Id: Signature:, or failing him/her;
- (3) Name: Address:
 E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company, to be held on Tuesday, 25th August, 2015 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	**For	**Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the year ended 31 st March, 2015 and the Reports of Directors and Auditors thereon.		
2.	To consider declaration of final dividend on equity shares.		
3.	To appoint a director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.		
4.	To appoint a director in place of Shri Ajay N. Deshpande (DIN: 03435179), who retires by rotation and being eligible, offers himself for re-appointment.		
5.	To fix remuneration of Auditors for the financial year 2015-16.		
SPECIAL BUSINESS			
6.	To appoint Shri Ashwani Soni (DIN: 06962014) as Director (Projects) of the Company.		
7.	To consider and approve resolution with respect to Material Related Party Transaction.		
8.	To appoint Shri Sanjay Gupta (DIN: 05281731) as Chairman & Managing Director of the Company.		

Signed this..... day of..... 2015.

Signature of the Shareholder

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

Affix
Revenue
Stamp

* Applicable for investors holding shares in electronic form.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) For Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 50th Annual General Meeting.
- (4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (5) **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

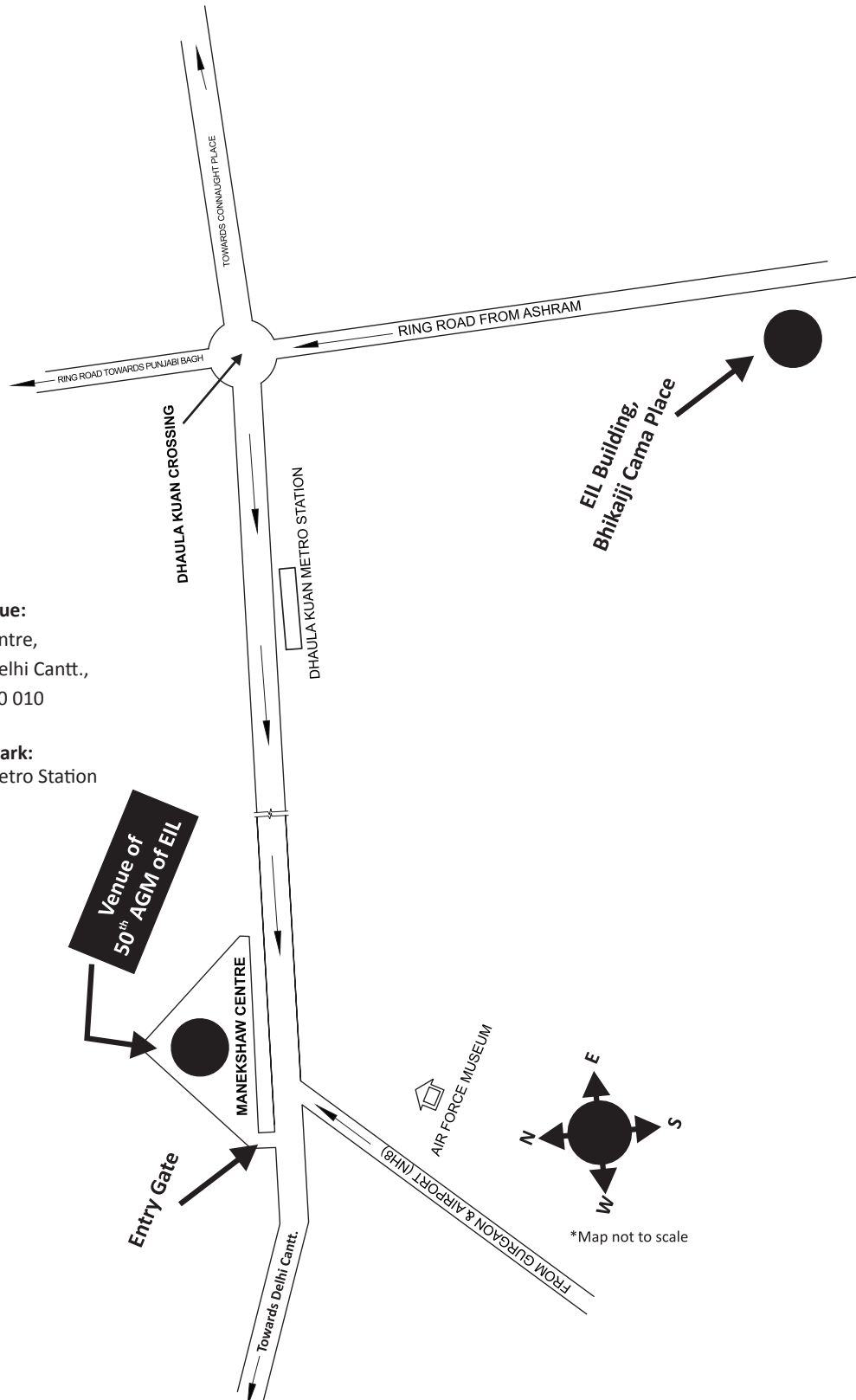
Route Map- Venue of 50th AGM

Address of Venue:

Manekshaw Centre,
Parade Road, Delhi Cantt.,
New Delhi – 110 010

Nearest Landmark:

Dhaura Kuan Metro Station





ENGINEERS INDIA LIMITED

A Navratna Company

Delivering Excellence through People

EIL OFFICES

Registered & Head Office

Engineers India Bhawan,
1, Bhikaji Cama Place, New Delhi – 110066
CIN: L74899DL1965GOI004352
Tel: 011-26762121; Fax: 011-26178210, 26194715
Email: eil.mktg@eil.co.in, Website: www.engineersindia.com

Branch Office

Great Eastern Chambers, 5th Floor, Plot No. 28, Sector – 11
Belapur C.B.D., Navi Mumbai – 400 614
Tel: 022 – 27560072, 27560032, Fax: 022 – 27572011, 27563066
Email: eil.bo@eil.co.in

Regional Offices

A. G. Towers (5th Floor), 125/1, Park Street, Kolkata – 700 017
Tel: 033-22298995, 22276304; Fax: 033-22277692
Email: eil.rok@eil.co.in

4th and 5th Floor, Meghdhanush Complex, Race Course Road
Near Transpek Circle, Vadodara – 390 015
Tel: 0265-2340326, 2340368 – 69, Fax: 0265 – 2340328
Email: eil.rov@eil.co.in

Plot No. F9, SIPCOT IT Park, 1st Main Road, Siruseri, Chennai – 603 103
Tel: 044 – 27469401/ 402; Fax: 044 – 27469000
Email: eil.roc@eil.co.in

Overseas Offices

17th floor, Business Avenue Tower, Salam Street, P. O. Box:126592, Abu Dhabi- UAE
Tel.: +971-2-6740101, Fax:+971-2-6740707
Email:cooeilad@eiluae.ae

487, Great West Road, Hounslow, Middlesex, London, UK – (TW5 0BS)
Phone: 0044 – 208 – 570 – 5530 (O), Hand phone: 0044 – 7404608246
Email: eillondon@btconnect.com

Myland s. a s. di IIIRE S.r.l., Apartment-112, Piazza Luigi di Savoia 28, Milan-20124, Italy
Mobile 1: 00-39-338-467-8867, Mobile 2: 00-39-389-532-3116
Email: eilmilan2012@gmail.com

Room No. 1632, 16th Floor, Asian Biz Centre, Orient Century Plaza,
345 Xian Xia Road, Near Gubei Road, Shanghai – 200 336, China.
Phone: 0086 – 2122157403, 2122157405
Email: eilshanghai@eil.co.in