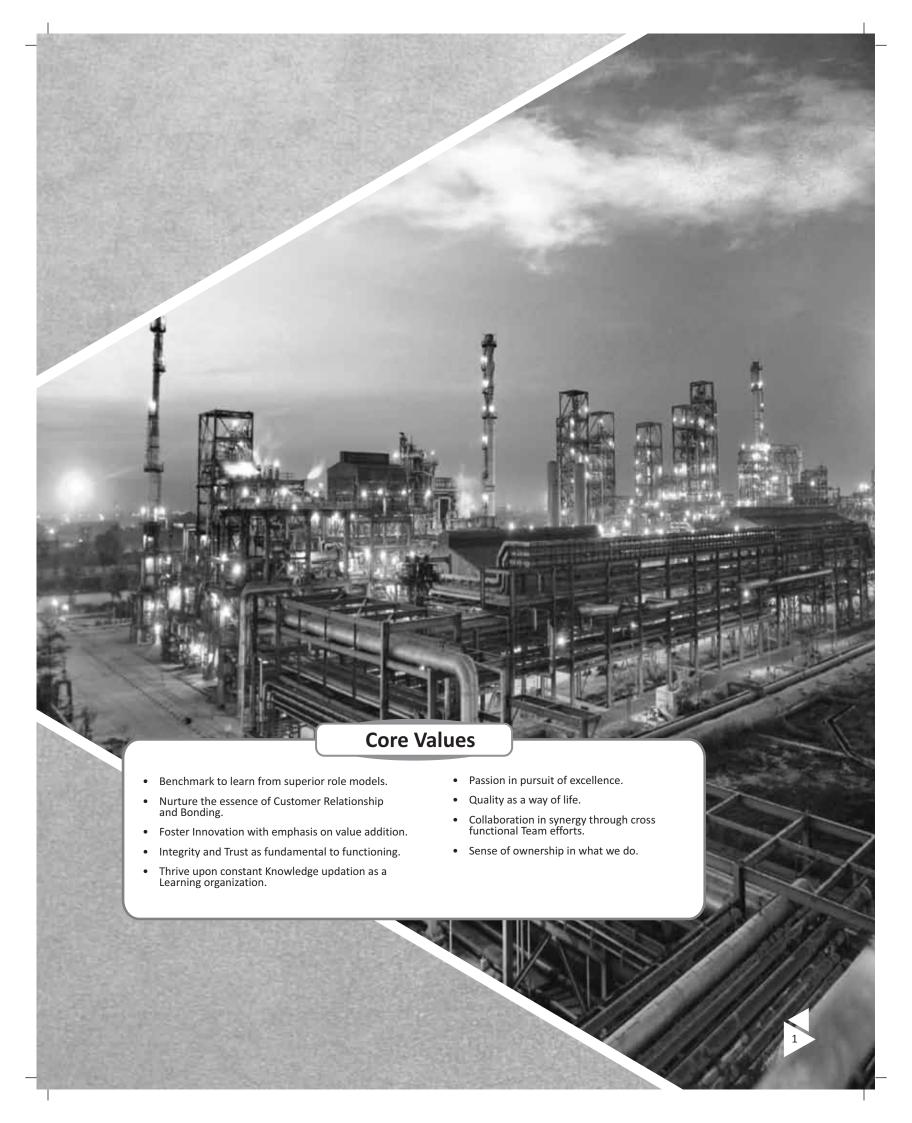




54<sup>th</sup> Annual Report 2018-19







#### Who We Are

- One of India's leading Engineering Consultancy and EPC companies in Hydrocarbons and Petrochemicals.
- Over 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 2300 highly experienced professionals and technical workforce.
- In-house and collaborative R&D support with 28 registered patents.
- Expanding overseas presence in MENA and South East Asia.
- Zero debt firm with track record of healthy earnings and consistent dividend payout.

## **Table of Contents**

1.	Chairman's Statement	4-0
2.	Board of Directors	7-13
3.	Ten Years' Performance at a Glance	14
4.	Notice - 54 <sup>th</sup> Annual General Meeting (AGM)	15-28
5.	Directors' Report along with following Annexures	29-117
	- Management Discussion & Analysis	51-56
	- Business Responsibility Report (BRR)	57-66
	- Report on Sustainable Development	67-73
	- Annual Report on CSR Activities	74-80
	<ul> <li>Particulars of Contracts entered into by the Company with Related Parties (AOC-2)</li> </ul>	81
	- Report on Corporate Governance	82-99
	- Auditors' Report on Corporate Governance & Management's Reply on Comments of the Auditors	100-101
	<ul> <li>Secretarial Audit Report &amp; Management's Reply to Secretarial Audit Report</li> </ul>	102-105
	- Extract of Annual Return (MGT-9)	106-117
6.	Independent Auditor's Report	118-125
7.	Balance Sheet	126
8.	Statement of Profit & Loss	127
9.	Statement of Changes in Equity	128
10.	Cash Flow Statement	129-130
11.	Summary of significant accounting policies for the year ended 31 <sup>st</sup> March, 2019	131-186
12.	CAG Comments on the Accounts of EIL	187
13.	Annual Report of Certification Engineers International Liftor the financial year 2018-19	td. 188-259
14.	Consolidated Accounts with Independent Auditor's Reporthereon and CAG Comments	ort 260-332
15.	Updation of Shareholder Information	333
16.	Proxy Form	335-336
17.	Route Map - Venue of 54 <sup>th</sup> AGM	337

Who We Are

Chairman's Statement

Board of Directors



# Chairman's Statement

J.C. Nakra
Chairman & Managing Director

Dear Shareholders,

It gives me immense pleasure to present to you the performance of your Company during the 54<sup>th</sup> year of its service to the Nation. I am happy to inform that EIL has maintained its position as India's leading engineering consultancy and EPC company and continues to contribute to the progress of the country by providing its services in the core hydrocarbons sector and for Infrastructure projects as well.

Despite a challenging business environment and intense competition, EIL has posted a strong performance in FY 2018-19 in terms of new business secured raising the order book to a new high.

During the fiscal year 2018-19, your Company has secured new business worth ₹ 5,891 Crores. This includes business worth ₹ 1,495 Crores from domestic consultancy, ₹ 4,305 Crores from domestic turnkey and overseas business worth ₹ 91 Crores. Major contribution in order inflows has been from Rajasthan Refinery Project of HPCL wherein the Company has secured both Consultancy contract for the main process complex as well as Turnkey contract on Open Book Estimate (OBE) basis for Residual Utilities & Offsite (U&O) and associated works. In the International domain, your Company has secured number of major assignments including Additional PMC/ EPCM Services for new units in Dangote Refinery, Nigeria, PMC Services for Hail Full Field Development Project of ADOC, Japan and Detailed engineering services for DM & Distillate Water inter-transfer system for L&M stations for Jebel Ali power station complex of DEWA, UAE, among others.

On the financial front, your Company has registered an Annual Turnover of ₹ 2,444 Crores. Profit Before Tax (PBT) and Profit After Tax (PAT)

during the year were ₹ 567 Crores and ₹ 370 Crores, respectively. As compared to previous financial year 2017-18, the topline of your Company for FY2018-19 has grown by 35.70%, while PBT and PAT have remained stable.

Your Company continues to make good progress in all its core and diversified business segments.

In the upstream segment, EIL secured assignment for design for utilization of waste heat from produced water for heating well fluid of ONGC Energy Centre and extension of consultancy services contract for the Life extension of Well Head Platform of ONGC.

In the midstream segment, EIL secured assignments for preparation of DFR for pipelines for Rasayani complex of BPCL, DFR for crude unloading and storage facilities at Mundra of HMPL, PMC Services for Balance Jobs of Dabhol LNG Terminal of Konkan LNG Pvt. Ltd.

In the downstream hydrocarbon sector, orders secured in the Refining sector include Project Management Consultancy (PMC) for Rajasthan Refinery Project, EPCM services for Bio-Refinery project at Assam for ABRPL, EPCM services for INDJET unit of IOCL Barauni refinery, DFR for expansion of Guru Gobind Singh Polymer Addition Project of HMEL and water consumption study for IOCL, BPCL, HPCL and CPCL refineries, among various others.

In the Infrastructure sector, breakthrough was achieved in securing Supervision and PMC services for High Speed Rail Terminal project at Sabarmati of National High Speed Rail Corporation Limited, Gujarat, PMC services for design of new campus for IIM- Nagpur, EPCM services for development of Khajekhalan Ghat at Patna of IOCL, Engineering



Review and Procurement & Construction management services for Phase-II of HP Green R&D centre at Bengaluru of HPCL and Independent Engineer services for modernization and restructuring of Delhi Airport of AAI, among various others.

In the Metallurgy segment, EIL secured assignment for preparation of DFR for proposed brown field expansion of Smelter for NALCO, Preparation of Technical Assessment Report for requirement of land, water and power for NALCO's aluminium downstream project, and consultancy services for assessment of land requirement for expansion of Alumina Refinery of Vedanta.

Consolidating its international footprint, EIL successfully secured various engineering and consultancy assignments in Middle East and Africa against stiff global competition. The new business secured in overseas markets comprises of variation orders from Dangote group in Nigeria for ongoing refinery project and also includes consultancy assignments for both onshore and offshore projects in UAE and Bahrain. As a result of its new initiatives for providing Training Services in the hydrocarbon sector, EIL was also able to secure training assignments in Bahrain under General Engineering Services Agreement.

During the year, EIL also completed the DFR Study for Grass-root refinery in Mongolia. EIL was also pre-qualified for providing PMC Services for this project. This project is being funded by the Government of India under Line of Credit to Government of Mongolia and it will provide a unique opportunity to support the 'Make In India' initiative.

This year witnessed number of critical projects completed by your Company and good progress was achieved on other ongoing projects. In the refinery segment, EIL successfully completed PMC services (Phase-II) for Revamp and Capacity Enhancement Project of BORL Refinery which aims to increase the refining capacity from 6.0 MMTPA to 7.8 MMTPA, EPCM services for Heat Traced Pipeline projects with associated facilities at Mumbai & Kochi refineries of BPCL and Surge Analysis Study for Vadinar-Bina Pipeline Project of BORL, Madhya Pradesh, among others. DFR for expansion of DFSU capacity from 1200 KTPA to 1500 KTPA for HMEL was also completed during the year and project is in progress.

During the year, major overseas projects completed include Detailed Feasibility Study (DFS) for construction of an Oil Refinery Plant with a Crude Oil Supply Pipeline Project in Mongolia, Engineering design services for BAPCO, Bahrain, Detailed Feasibility Study for LNG Regasification Terminal at Kutubida Island, Bangladesh, Feasibility study of crude receiving facilities at Ruwais of ADNOC Refining, UAE, among many others.

EIL has made its mark in the Infrastructure sector by providing a wide spectrum of services such as Project Management, Third Party Inspection (TPI), Quality Assurance, Independent Engineer and Lender's Engineer services, Project Appraisal and Project Execution Services in some of the important projects of key clientele in the sector. During the year, your Company completed PMC services for Headquarter Building of UIDAI in Delhi, Data Centre at Hyderabad for SBI, Housing Project of Gujarat Housing Board and Bhamashah State Data Centre, Jaipur.

Good progress has been achieved in various assignments including EPCM services of various projects, including Distillate Yield Improvement Project at IOCL, Haldia Refinery, DHDT and supporting facilities project at Numaligarh Refinery of NRL, and LPG Import facility

at Haldia for BPCL among others. Construction works for BS-VI upgradation project for nine refineries for various clients are in advanced stages of execution.

Significant progress has been made on various petrochemical projects, including Propylene Derivative Petrochemical Plant (PDPP) of BPCL, Kochi Refinery, LEPCM services for 500 TPD Methanol Project and Associated Facilities for Assam Petrochemicals Limited, Namrup, and EPCM services for GGSR Polymer Addition Project of HMEL at Bhatinda, Puniab.

EIL has developed an enviable track record in design, engineering and execution of cross-country pipelines for transportation of crude oil, refined petroleum products, natural gas and LPG across diverse geographies and demanding terrains.

Pipeline projects in progress include PMC services for Re-routing of Mumbai-Manmad Pipeline for BPCL, PMC services for Replacement of KG Basin Pipeline for GAIL, Modification/ Revamp of Vijaipur and Vaghodia HBJ/ DVPL system for GAIL and EPCM services for Palanpur-Vadodara Pipeline and Mundra-Delhi Pipeline capacity expansion Project of HPCL, among various others.

As part of strategic investment in the Fertilizer sector, EIL has taken 26% equity stake in a JV Company M/s Ramagundam Fertilizers & Chemicals Ltd. (RFCL) along with NFL and FCIL. RFCL has been formed to pilot the Revival of Ramagundam Fertilizer Project, Telangana. EIL is executing this project on EPCM Mode. Good progress has been achieved for this project which is nearing completion.

In Nuclear Power sector, Detailed Engineering Consultancy and Construction Supervision for setting-up Greenfield Nuclear Fuel Complex at Rawatbhata, Kota, Rajasthan is in progress.

EIL's new venture into Alternate Fuels - the Assam Bio Refinery Project, has been making steady progress with initiation of various site activities.

As an organization devoted to continuous technology upgradation, EIL places utmost importance to R&D in order to enhance its operational capabilities. The Company is pursuing developmental activities, both inhouse and in collaboration with prestigious academic institutes like IITs and other R&D organizations like IOCL, CSIR-IIP, BPCL, HPCL etc. Apart from these established R&D organizations, EIL (R&D) has also been collaborating and cooperating with small companies to promote the innovative ideas generated by them. During this fiscal, the Company filed seven new patents and four patents filed earlier were granted this year. With this the patent portfolio of your Company has augmented to 28 granted patents with 25 pending patent applications.

As part of IT efforts of your Company, the Online Human Resource Management System (HRMS) was successfully completed, thus achieving the Company milestone of MOU target. With this, the HR system is end-to-end automated. Other IT projects completed in FY 2018-19 include ISO/IEC 27001:2013 Accredited Certification for the Management and Operations of EIL's Primary Data Center (PDC), located at its Head Office, Enhancement of Internet bandwidth by multifold to 200 Mbps and upgrading the existing end-point cyber security solution in line with the Government of India's cyber security mandate. Your Company has also launched a state-of-the-art cloud-based Email System of NIC with enhanced security, performance and mailbox size thus enabling better communication and collaboration.

# EIL Engineers India Limited

EIL takes its sustainability mandate seriously and is conscious of its role as a responsible organization, transparent to all its stakeholders. The Company's project designs support sustainability right from conceptualization to plant commissioning and subsequently, the commercial operation. Energy efficiency, resource optimization and safety of plant personnel and society at large are the cornerstones of our business operation.

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

Your Company has always accorded the highest priority to Health, Safety & Environment (HSE) across its operations. EIL sustained its OHSAS 18001 (Occupational Health and Safety Assessment Series) and ISO 14001 (Environmental Management system) certifications by successfully passing through the third party audits during this year, which demonstrates our commitment to safety and sustainability. Apart from ensuring effectiveness of the HSE Management system, these certifications provide an edge in securing business, especially overseas.

EIL has received widespread recognition for its employee-centric work culture and dynamic HR processes. Human Resources of any organization play a crucial role in overall organizational performance and quality of services that the employees deliver has a direct bearing on the success of the organization. Your Company strives to develop a motivated workforce which is committed and aligned with the organization's strategic goals and objectives. To ensure an enabling work culture and an engaged work force, various policies and development initiatives have been adopted from time to time.

At the end of FY 2018-19, your Company had 2768 employees, including 2339 professionally qualified employees. Approximately 2.24 % of our employees are located outside India, operating in international work environments.

Your Company's CSR policy aims at creating a sustainable ecosystem through its activities for the community and environment. As per the Companies Act 2013, a budgetary allocation of 2% of the average net profit made during three immediately preceding financial years has been done in the financial year 2018-19 for CSR activities.

The Company's CSR initiatives cover a wide spectrum of activities, including art and culture, education, healthcare, drinking water and sanitation, rural electrification, women empowerment and skills training.

EIL supported the setting up of Mini Science Centre in 2 schools in Ratnagiri district, Maharashtra and setting up of a computer centre for

underprivileged youth in Tughlakabad, Delhi. EIL is also supporting the construction of Government School Building in Kabennur, Dharwad, Karnataka. Your Company also conducted ten camps for distribution of assistive aids and appliances to poor & needy Persons with Disabilities (PwDs), at various locations across the country.

EIL has supported the construction of 100 number of community toilets in remote villages of Aligarh district and 32 number of school toilets along with potable drinking water facilities in schools of Pataudi block of Gurugram district, Haryana. EIL also supported the establishment of Skill Development Institute at Ahmadabad and providing operational fund to Skill Development Institutes at Bhubaneswar, Kochi, Guwahati, Raebareli and Vishakhapatnam.

Your Company continues to contribute towards the flagship "Make In India" initiative launched by the Hon'ble Prime Minister with an objective to revive and revitalize the manufacturing sector in the country. As part of the "Make In India" campaign, your Company has been pursuing several initiatives, including encouraging indigenization, vendor interactions to upgrade indigenous manufacturing technologies, conducting regular supplier meets, indigenization of equipment manufacturing to increase domestic content and vendor enlistment/ enhancement through continuous interaction, assessment and evaluation.

During the FY 2018-19, your Company won multiple awards and honours at the national level, which are a testament to the commitment and dedication of Team EIL.

The significant awards include the CII National Energy Efficiency Circle Awards in two categories: "Energy Efficient Technology" and "Best Energy Efficient Case Study", IEI Industry Excellence Award 2018 instituted by The Institution of Engineers (India), 6<sup>th</sup> Governance Now 2019 Award for "Excellence in Corporate Communications and Technology Adaption", Petrotech Special Technical Award 2019 for "Greening of Oil & Gas Business and Sustainability" category jointly with IOCL, Petrotech Special technical Award 2019 for "Women Executive in Hydrocarbons Sector", among various other prestigious awards.

Your Company is committed to good Corporate Governance as per the requirements of SEBI Regulations and DPE Guidelines in this regard. Your Company is compliant with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance to the extent compliance are within the ambit of EIL.

I am thankful to you for your continued support and faith in the Company and look forward to your valuable feedback and advice. EIL management joins me in wishing you and your family lot of prosperity and good health.

J. C. Nakra (Chairman & Managing Director)



#### **Board of Directors**

## **Jagdish Chander Nakra**

Chairman & Managing Director

Vipin Chander Bhandari Director (HR) Rakesh Kumar Sabharwal Director (Commercial) Lalit Kumar Vijh Director (Technical) (w.e.f. 02.05.2018) Sunil Bhatia Director (Finance) (w.e.f. 18.10.2018) Sanjeev Kumar Handa Director (Projects) (w.e.f. 11.03.2019)

#### **Non-Executive Directors**

Sandeep Poundrik Director (Govt. Nominee) (till 30.04.2019)	Director (Govt. Nominee) Director (Govt. Nominee)		<b>B.N. Reddy</b> Director (Govt. Nominee) (w.e.f 27.05.2019)	
` '			Vikas Khushalrao Deshpande Non-official Independent Director	
Umesh Chandra Pandey Non-official Independent Director	Shazia Ilmi Malik Non-official Independent Director		Rajesh Kumar Gogna Non-official Independent Director	
	Chaman Kumar Non-official Independent Director		M. Arulmurugan  Non-official Independent Director (w.e.f. 17.07.2019)	

**Company Secretary** 

- Narendra Kumar (09.08.2018 15.01.2019)
- Suvendu Kumar Padhi (w.e.f. 15.01.2019)

## **Brief Profiles of the Directors**



Shri J.C. Nakra is the Chairman & Managing Director of our Company. In a career spanning over 38 years, Shri Nakra has worked in a wide array of domains including Projects, Construction & Marketing. He joined EIL in 1983 in Construction Division (Offshore). Subsequently, he served in various capacities in Marketing and Project Divisions. He has steered the Marketing initiatives of EIL for business development in India and abroad and has also led Project teams for implementation of major projects. Prior to assuming charge of C&MD, Shri Nakra was Director (Projects) in EIL. A Mechanical Engineering Graduate from Punjab Engineering College, Chandigarh (1981 Batch), he also possesses a Post-Graduate Diploma in Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai.



Shri V.C. Bhandari is the Director (HR) of our Company. He has a degree in Engineering and an MBA from Faculty of Management Studies, Delhi. He joined EIL in 1981 as a Management Trainee and has vast and rich experience of more than 37 years in the areas of Design and Engineering, Project Management and Human Resource Management. He started his career as a Design Engineer and has worked in a wide variety of projects of Refineries, Petrochemicals, Gas Processing, Onshore and Offshore Pipeline, Offshore Platforms etc. He was the Project Manager for the prestigious Guru Gobind Singh Refinery Project of HMEL which set international benchmarks in project execution. Subsequently, he spearheaded EIL's diversification into Power and Renewable energy sectors.

With an aim to build a high performance culture, Sh. Bhandari has been overseeing the integration of HR in the business process in EIL while also promoting creating an inclusive workplace ecosystem. He has been deeply involved in various strategic exercises and in developing the Mentoring process and Management Pipeline Programme. He has continually endeavoured to transform HR as a strategic partner in the Company's operations and has taken several initiatives towards Talent Management, Training & Development, Performance Management, Employee Engagement & Retention, CSR & Brand Building. He is a Chartered Engineer and a member of the Institution of Engineers.



Shri R.K. Sabharwal is the Director (Commercial) of our Company. He has more than 36 years of experience in various positions in all areas of commercial function since 1983. He has hands on experience in International and Domestic Commercial domain. His expertise covers various aspects of International trade, EXIM procedures, Taxation, legal aspects etc. He has proven competence in systems development. His job responsibilities include establishing fair and transparent systems, planning manpower allocation, finalizing eenabling strategies including e-procurement, evaluation techniques, negotiation methodologies and interface management, development of suitable commercial procedures, finalization of detailed contractual terms for domestic and global commerce. He was also posted in Dubai for independently leading entire commercial function for Gasoline Facilities Project of Iso Octane Company, Dubai during 1998 - 1999. He has successfully demonstrated leadership skills over the years. He has successfully managed various functions including day-to-day operations under complex management situations. He was also actively involved with IT Applications in various business processes in the company and has been spearheading IT applications in Commercial Function for the last several years. He is a Member of All India Management Association, Indian Institute of Materials Management and Indian Institute of Foreign Trade.