PROSPECTUS
Please read section 32 of the Companies Act, 2013
Dated February 13, 2014
100% Book Built Offer

ENGINEERS INDIA LIMITED

The Company is a Government Company and was originally incorporated in New Delhi on March 15, 1965 under the Companies Act, 1956, as a private limited company under the name 'Engineers India Private Limited' pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 between the Government of India and Bechtel International Corporation.

Registered and Corporate Office: Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi 110 066, India;
Telephone: +91 11 2676 2121; **Facsimile:** +91 11 2619 8210

For details of changes in our name and registered office, please see "History and Certain Corporate Matters – Change in our Registered Office" on page 150.

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

PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF PETROLEUM AND NATURAL GAS ("MoPNG"), GOVERNMENT OF INDIA

FURTHER PUBLIC OFFER OF 33,693,660 EQUITY SHARES OF ₹ 5 EACH ("EQUITY SHARES") OF ENGINEERS INDIA LIMITED ("EIL" OR "THE COMPANY") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF PETROLEUM AND NATURAL GAS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER") FOR CASH AT A PRICE OF ₹ 150* PER EQUITY SHARE AGGREGATING UP TO ₹ 4,981.34 MILLION (THE "OFFER"). THE OFFER COMPRISES A NET OFFER TO PUBLIC OF 33,193,660 EQUITY SHARES (THE "NET OFFER") AND A RESERVATION OF 500,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER SHALL CONSTITUTE 10% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AND THE NET OFFER SHALL CONSTITUTE 9.85% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.**

THE PRICE BAND, THE MINIMUM BID LOT AND THE RUPEE AMOUNT OF THE RETAIL DISCOUNT AND THE EMPLOYEE DISCOUNT WILL BE DECIDED BY THE SELLING SHAREHOLDER AND THE COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND ADVERTISED IN ONE ENGLISH NATIONAL DAILY NEWSPAPER AND ONE HINDI NATIONAL DAILY NEWSPAPER, EACH WITH WIDE CIRCULATION, AT LEAST ONE WORKING DAY PRIOR TO THE OFFER OPENING DATE, WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND AT THE CAP PRICE.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH.

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

*** Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.*

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

This Offer is being made through the Book Building Process where not more than 50% of the Net Offer will be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"). Further, subject to valid Bids, 5% of the QIB Portion will be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. In addition, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. Further, 500,000 Equity Shares shall be available for allocation on a proportionate basis to the Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. Retail Individual Bidders and Eligible Employees have an option to participate in the Offer either through the ASBA or the non-ASBA process. QIBs and Non Institutional Bidders must Bid through the ASBA process on a mandatory basis if they wish to participate in the Offer. For more information, please see "Offer Procedure" on page 338.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the Risk Factors carefully before making an investment decision in this Offer. For making an investment decision, Bidders must rely on their own examination of the Company and this Offer, including the risks involved. The Equity Shares offered in this Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. The attention of Bidders is invited to "Risk Factors" on page 18.

THE SELLING SHAREHOLDER'S AND THE COMPANY'S ABSOLUTE RESPONSIBILITY

The Company and the Selling Shareholder, having made all reasonable inquiries, accept responsibility for and confirm that this Prospectus contains all information with regard to the Company, the Selling Shareholder and this Offer which is material in the context of this Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

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

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

OFFER PROGRAMME

OFFER OPENS ON	**FEBRUARY 06, 2014**	**OFFER CLOSES ON**	**FEBRUARY 12, 2014**

**The SEBI registration certificate as "merchant banker" for Kotak Mahindra Capital Company Limited has expired on January 31, 2014. An application dated October 31, 2013 for renewal of the said certificate of registration has been made to SEBI.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Prospectus to "our Company", "the Company" or to "EIL" are to Engineers India Limited, a public limited company incorporated under the Companies Act and all references in this Prospectus to "we" or "us" or "our" are to the Company, the Subsidiaries and the Joint Ventures, on a consolidated basis.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Prospectus, and references to any statute or regulations or policies includes any amendments or re-enactments thereto, from time to time.

Company-Related Terms

Term	Description
Articles /Articles of Association	The articles of association of the Company, as amended from time to time.
Audit Committee	The audit committee of our Board of Directors as described in "Our Management- Corporate Governance – Audit Committee" on page 171.
Auditors	M. Verma and Associates, statutory auditors of the Company for Fiscal 2013.
Board or Board of Directors	The board of directors of the Company or a duly constituted committee thereof.
Corporate Office	The corporate office of the Company, located at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi – 110 066, India.
Directors	The directors appointed on the Board.
Joint Ventures	The joint ventures of the Company, namely TEIL Projects Limited and Jabal EILIOT Company Limited.
Memorandum /Memorandum of Association	The memorandum of association of the Company, as amended from time to time.
Promoter	The President of India, acting through the Ministry of Petroleum and Natural Gas.
Registered Office	The registered office of the Company, at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi – 110 066, India.
Selling Shareholder	The President of India, acting through the Ministry of Petroleum and Natural Gas.
Subsidiaries	The subsidiaries of the Company, namely EIL Asia Pacific Sdn. Bhd. And Certification Engineers International Limited.

Offer-Related Terms

Term	Description
Allotted/Allotment/Allot	The transfer of Equity Shares to successful Bidders pursuant to this Offer.
Allottee	A successful Bidder to whom an Allotment is made.
Allotment Advice	The note or advice or intimation of Allotment of the Equity Shares sent to each successful Bidder who has been or is to be Allotted Equity Shares after discovery of the Offer Price in accordance with the Book Building Process, including any revisions thereof.
Application Supported by Blocked Amount/ASBA	The application (whether physical or electronic) used by an ASBA Bidder to make a Bid authorizing the SCSB to block the Bid Amount in the specified bank account maintained with such SCSB. ASBA is mandatory for QIBs and Non Institutional Bidders participating in the Issue.
ASBA Account	Account maintained with an SCSB which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by an ASBA Bidder.
ASBA Bid	A Bid by an ASBA Bidder
ASBA Bidders	Prospective investors in this Offer who Bid through the ASBA process.
Bankers to the Offer/Escrow Collection Banks	The banks which are clearing members and registered with SEBI as bankers to the offer and with whom the Escrow Account(s) will be opened, in this case being Axis Bank Limited, State Bank of India, Kotak Mahindra Bank Limited, Union Bank of India, ICICI Bank Limited, Punjab National Bank and HDFC Bank.
Basis of Allotment	The basis on which the Equity Shares will be Allotted as described in "Offer Procedure – Part B: Allotment Procedure and Basis of Allotment" on page 376.

Term	Description
Bid	An indication by a Bidder to make an offer during the Bidding Period pursuant to submission of a Bid cum Application Form to subscribe for Equity Shares, at a price within the Price Band, including all revisions and modifications thereto, in terms of the Red Herring Prospectus.
Bidder	A prospective investor who makes a Bid in this Offer, and unless otherwise stated or implied, includes an ASBA Bidder.
Bidding	The process of making a Bid.
Bidding Centre	A centre for acceptance of the Bid cum Application Form.
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut-Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form. The Bid amount payable by the Retail Individual Bidders and the Eligible Employees at the time of Bidding would be net of the Retail discount and Employee Discount, respectively.
Bid cum Application Form	The form in terms of which a Bidder (including an ASBA Bidder) makes a Bid in terms of the Red Herring Prospectus and which will be considered as an application for Allotment.
Book Building Process	The book building process as described in Part A, Schedule XI of the SEBI ICDR Regulations.
Book Running Lead Managers/BRLMs	Book Running Lead Managers to the Offer, in this case being ICICI Securities Limited, IDFC Capital Limited and Kotak Mahindra Capital Company Limited.
Cap Price	The higher end of the Price Band, in this case being ₹ 150, and any revisions thereof, above which the Offer Price will not be finalized and above which no Bids will be accepted. The Cap Price for Retail Individual Investors and Eligible Employees at the time of Bidding would be net of the Retail Discount and Employee Discount respectively.
Category III FPI	Investors including endownments, charitable societies, charitable trusts, foundations, corporate bodies, trust, individuals and family offices which are not eligible for registration under Category I and II under the SEBI (Foreign Portfolio Investors) Regulations.
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Bids under this Offer by the ASBA Bidders with the Book Running Lead Managers, Registrar to the Offer and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time.
Cut-off Price	The Offer Price finalized by the Selling Shareholder and the Company in consultation with the BRLMs which will be any price within the Price Band. Only Retail Individual Bidders and Eligible Employees are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price. The Cut-off Price for Retail Individual Investors and Eligible Employees at the time of Bidding would be net of the Retail Discount and Employee Discount respectively.
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation and bank account details for printing on refund orders.
Depository	A depository registered with the SEBI under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms used by ASBA Bidders and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which the Escrow Collection Banks transfer and the SCSBs issue, or by when have issued, instructions for transfer, of the funds from the Escrow Accounts and the ASBA Accounts, respectively, to the Public Issue Account in terms of the Red Herring Prospectus.
Designated Stock Exchange	BSE.
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated July 12, 2013 filed with SEBI, prepared and issued by the Company in accordance with the SEBI ICDR Regulations.
Eligible Employee	A permanent and full-time employee of the Company or Certification Engineers International Limited, as on the date of filing of the Red Herring Prospectus with the RoC, who are Indian nationals and are based, working and present in India as on the date of submission of the Bid cum Application Form and who continue to be in the employment of the Company or Certification Engineers International Limited until submission of the Bid cum Application Form, bidding in the Employee Reservation Portion.

Term	Description
	An employee who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a 'permanent employee' of the Company.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer (and where an offer or invitation under the Offer to such QFIs would not constitute, under applicable laws in such jurisdictions, an offer to the public generally to subscribe for or otherwise acquire the Equity Shares) and who have opened demat accounts with SEBI registered qualified depositary participants.
Eligible NRI	An NRI from such a jurisdiction outside India where it is not unlawful to make an offer or invitation under this Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to Bid on the basis of the terms thereof or purchase the Equity Shares and who apply in the Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations.
Employee Discount	The difference of ₹ 6 between the Offer Price and the differential lower price at which the Selling Shareholder and the Company have decided to Allot the Equity Shares to Eligible Employees. The rupee amount of the Employee Discount will be decided by the Selling Shareholder and the Company in consultation with the BRLMs, and published by the Company at least one Working Day prior to the Offer Opening Date, in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation. The Employee Discount is being offered to Eligible Employees at the time of making a Bid.
Employee Reservation Portion	The portion of the Offer being 500,000 Equity Shares available for allocation to Eligible Employees, on a proportionate basis.
Equity Listing Agreements	The equity listing agreements entered into by the Company with the Stock Exchanges, including all amendments made thereto from time to time.
Equity Share(s)	Equity shares of the Company with a face value of ₹ 5 each.
Escrow Account(s)	Accounts opened with the Escrow Collection Banks for the Offer, in whose favour the Bidders (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount.
Escrow Agreement	The Agreement dated January 29, 2014 entered among the Selling Shareholder, the Company, the Registrar to the Offer, the Escrow Collection Banks, the Refund Banker(s), the Book Running Lead Managers and the Syndicate Members for the collection of Bid Amounts and for remitting refunds, if any, to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof.
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form, as the case may be.
Floor Price	The lower end of the Price Band below which the Offer Price will not be finalized, in this case being ₹ 145, and any revisions thereof.
Foreign Portfolio Investor or FPI	Foreign portfolio investor under the SEBI (Foreign Portfolio Investors) Regulations.
Mutual Funds	Mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996.
Mutual Funds Portion	5% of the QIB Portion or 829,842 Equity Shares, available for allocation to Mutual Funds only on a proportionate basis.
Net Offer	The Offer less the Employee Reservation Portion.
Non-Institutional Bidders	All Bidders (including Sub-Accounts which are foreign corporate or foreign individuals) who are not Qualified Institutional Buyers, Retail Individual Bidders or Eligible Employees and who have Bid for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs and QFIs other than Eligible QFIs).
Non-Institutional Portion	The portion of this Offer being not less than 15% of the Net Offer consisting of 4,979,049 Equity Shares, available for allocation to Non-Institutional Bidders, on a proportionate basis.
Non Syndicate Broker Centre	A broker centre of the stock exchanges with broker terminals, wherein a Non Syndicate Registered Broker may accept Bid cum Application Forms, details of which are available on the website of the stock exchanges, and at such other websites as may be prescribed by SEBI from time to time.
Non-Resident Indian or NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and will have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
Non Syndicate Registered Broker	A broker registered with SEBI under the Securities and Exchange Board of

Term	Description
	India (Stock Brokers and Sub Brokers Regulations), 1992, having terminals in any of the Non Syndicate Broker Centres, and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI.
Offer/ Offer for Sale	Further public offer of 33,693,660 Equity Shares by the Company through an offer for sale by the Selling Shareholder for cash at a price of ₹ 150 per Equity Share (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees), aggregating up to ₹ 4,981.34 million*, consisting of the Net Offer and the Employee Reservation Portion. ________ ** Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.*
Offer Agreement	The Agreement dated July 10, 2013 entered into among the Company, the Selling Shareholder and the BRLMs.
Offer Closing Date	February 12, 2014
Offer Opening Date	February 6, 2014
Offer/Offering Period	The period between the Offer Opening Date and the Offer Closing Date (inclusive of both days) and during which Bidders can submit their Bids, inclusive of any revision thereof.
Offer Price	The final price at which Allotment will be made by the Selling Shareholder and the Company in consultation with the Book Running Lead Managers. A Retail Discount of ₹ 6 to the Offer Price is being offered to Retail Individual Bidders and an Employee Discount of ₹ 6 to the Offer Price is being offered to Eligible Employees at the time of Bidding.
Price Band	The price band between the Floor Price and Cap Price, including any revisions thereof.
Pricing Date	The date on which the Offer Price is finalized by the Selling Shareholder and the Company in consultation with the Book Running Lead Managers.
Prospectus	The prospectus filed with the RoC for this Offer on or after the Pricing Date, in accordance with Section 56 of the Companies Act, Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations.
Public Offer Accounts	The bank accounts opened under Section 40 of the Companies Act, 2013 with each of the Bankers to the Offer to receive money from the Escrow Accounts and SCSBs on the Designated Date and where the funds shall be transferred by the SCSBs from the ASBA Accounts.
"QFIs" or "Qualified Foreign Investor"	Person who has opened a dematerialized account with a qualified depository participants as a qualified foreign investor, holding a valid certificate of registration and and who are deemed to be Foreign Portfolio Investor under the SEBI (Foreign Portfolio Investors) Regulations.
Qualified Foreign Investors Depository Participant or QFIs DP	Depository Participant for Qualified Foreign Investors
Qualified Institutional Buyers or QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
QIB Portion	The portion of the Offer being not more than 50% of the Net Offer or 16,596,830 Equity Shares, available for allocation to QIBs, on a proportionate basis.
Red Herring Prospectus or RHP	The red herring prospectus dated January 30, 2014 filed with the RoC, prepared and issued in accordance with Section 56 of the Companies Act and Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, as supplemented by Addendum Notices to the Investors dated February 6, 2014 and February 10, 2014.
Refund Account(s)	The account(s) opened with the Refund Banker(s), from which refunds of the whole or part of the Bid Amount (excluding the ASBA Bidders), if any, shall be made.
Refunds through electronic transfer of funds	Refunds through NECS, NEFT, direct credit or RTGS, as applicable.
Refund Banks	The Bankers to the Offer with whom the Refund Accounts will be opened, in this case being State Bank of India, Punjab National Bank, ICICI Bank

Term	Description
	Limited and HDFC Bank.
Registrar to the Offer/Registrar	Karvy Computershare Private Limited.
Registrar's Agreement	The Agreement dated July 11, 2013 entered into amongst the Selling Shareholder, the Company and the Registrar to the Offer.
Retail Individual Bidders	Bidders (including HUFs, applying through their *karta*, and NRIs), other than Eligible Employees, whose Bid Amount for Equity Shares in the Net Offer is less than or equal to ₹ 200,000. The Retail Discount is being offered to Retail Individual Bidders at the time of making a Bid.
Retail Discount	The difference of ₹ 6 between the Offer Price and the differential lower price at which the Selling Shareholder and the Company has decided to Allot Equity Shares to Retail Individual Bidders. The rupee amount of the Retail Discount will be decided by the Selling Shareholder and the Company in consultation with the BRLMs, and published by the Company at least one Working Day prior to the Offer Opening Date, in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation.
Retail Portion	The portion of this Offer being not less than 35% of the Net Offer, consisting of 11,617,781 Equity Shares, available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Bidders, including ASBA Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.
Self Certified Syndicate Bank or SCSB	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI ICDR Regulations and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Stock Exchanges	The BSE and the NSE.
Syndicate	The Book Running Lead Managers and the Syndicate Members.
Syndicate Agreement	The Agreement dated January 29, 2014 entered into among the Company, the Selling Shareholder, the Registrar to the Offer and the Syndicate, in relation to the collection of Bids.
Syndicate Bidding Centres	Syndicate and Sub Syndicate centres established for acceptance of the Bid cum Application Form and Revision Forms.
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, in this case being Kotak Securities Limited.
Sub Syndicate	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect Bid cum Application Forms.
Transaction Registration Slip or TRS	The slip or document issued by any of the members of the Syndicate, or the Non Syndicate Registered Brokers or the SCSBs, as the case may be, to a Bidder upon demand as proof of registration of the Bid.
Underwriters	The Book Running Lead Managers and the Syndicate Members.
Underwriting Agreement	The Agreement among the Underwriters, the Selling Shareholder and the Company to be entered into, on or after the Pricing Date.
Working Day	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all days excluding Sundays and bank holidays in Mumbai in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010.

Conventional, General Terms and Abbreviations

Term	Description
Act or Companies Act	Companies Act, 1956.
BSE	The BSE Limited.
CAGR	Compounded annual growth rate.
CDSL	Central Depository Services (India) Limited.
Client ID	Beneficiary account number
CMD	Chairman and Managing Director
Companies Act, 2013	Companies Act, 2013, to the extent notified.
CPSE ETF	Central public sector enterprise exchange traded fund comprising equity shares of selected central public sector enterprises which would be launched as a scheme by an asset management company investing in shares forming part of the central public sector enterprise exchange traded fund index.

Term	Description
Crore	10 million.
CSR	Corporate social responsibility.
DoD	Department of Disinvestment, MoF, GoI.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
Depositories	NSDL and CDSL.
Depositories Act	Depositories Act, 1996.
Depository Participant or DP	A depository participant as defined under the Depositories Act.
DP ID	Depository Participant's Identity.
EGM	Extraordinary general meeting of the shareholders of a company.
EGoM	Empowered Group of Ministers
EPA	Environment (Protection) Act, 1986.
EPS	Earnings per share, i.e., profit after tax for a fiscal year divided by the weighted average number of equity shares during the fiscal year.
FCNR Account	Foreign Currency Non-Resident Account established in accordance with the FEMA.
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder.
FIIs	Foreign Institutional Investors holding a valid certificate of registration under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as repealed, and who are deemed to be Foreign Portfolio Investors.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as repealed.
FPO	Further public offering.
FVCI	Foreign venture capital investors (as defined under the SEBI (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GDP	Gross domestic product.
GoI, Government or Central Government	Government of India.
Government Company	A company in which not less than fifty one per cent of the paid up share capital is held by the central government, or by any state government or governments, or partly by the central government and partly by one or more state governments.
HUF	Hindu undivided family.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial public offer.
Insurance Regulatory and Development Authority/ IRDA	Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999.
MICR	Magnetic ink character recognition.
MoEF	Ministry of Environment and Forests, GoI.
MoF	Ministry of Finance, GoI.
MoPNG	Ministry of Petroleum and Natural Gas, GoI.
MoU	Memorandum of Understanding.
N.A	Not applicable.
NEFT	National Electronic Fund Transfer.
Non-Resident or NR	A person resident outside India, as defined under the FEMA and includes a Non-Resident Indian.
NRE Account	Non-Resident External Account established in accordance with the FEMA.
NRO Account	Non-Resident Ordinary Account established in accordance with the FEMA.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in this Offer.
OECD	Organization for Economic Cooperation and Development.
OM	Office memorandum.
PAN	Permanent account number allotted under the I.T. Act.
PRP	Performance related pay.
RBI	Reserve Bank of India.
RoC	Registrar of Companies, National Capital Territory of Delhi and Haryana.

Term	Description
Rs. Or ₹	Indian rupees.
Regulation S	Regulation S under the U.S. Securities Act.
RTGS	Real time gross settlement.
SCRA	Securities Contract (Regulations) Act, 1956.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
STT	Securities transaction tax.
Sub-Account	Sub-accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, as repealed, and who can continue to buy, sell or otherwise deal in securities under the SEBI (Foreign Portfolio Investor) Regulations, 2014.
Supreme Court	Supreme Court of India.
Takeover Code	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.
U.S. GAAP	Generally accepted accounting principles in the United States of America.
U.S. Securities Act	The U.S. Securities Act of 1933.
VCF(s)	Venture Capital Funds as defined and registered with SEBI under the SEBI (Venture Capital Fund) Regulations, 1996.

Industry-Related Terms

Term	Description
Bbl/d	Barrel Per Day
Bcf/d Billion Cubic Feet Per Day	Billion Cubic Feet Per Day
Billion toe	Billion tonne of oil equivalent
CBM	Coal Bed Methane
CIA	Central Intelligence Agency
CSO	Central Statistical Organisation
DGH	Directorate General of Hydrocarbons
EIA	Energy Information Administrator
E&P	Exploration and Production
EOR	Enhanced Oil Recovery
FEED	Front End Engineering and Design
HSD	High Speed Diesel
IEA	International Energy Agency
JNNSM	Jawaharlal Nehru National Solar Mission
KOC	Kuwait Oil Company
Mb/d	Millions of barrels per Day
Mcf/d	Million Cubic Feet per Day
MMT	Million Metric Tonne
MTPA	Metric Tonne Per Annum
MMSCMD	Million metric standard cubic meter per day
MMTPA	Million Metric Tonne Per Annum
MTOE	Million Tonnes of Oil Equivalent
MW	Mega Watts
NCIWRD	National Commission on Integrated Water Resources Development
NGL	Natural Gas Liquids
OGJ Oil and Gas Journal	Oil and Gas Journal
O+OEG	Oil and Oil Equivalent Gas
PDVSA	Petróleos de Venezuela S.A.
PEL	Petroleum Exploration Licenses
PLL	Petronet LNG Limited
PPP	Purchasing Power Parity
PML	Petroleum Mining Leases
PNZ	Partitioned Neutral Zone
PSCs	Production Sharing Contracts
PSU	Public Sector Undertakings
RFFG	Reserve Fund for Future Generations
Tcf	Trillion Cubic Feet
TPA	Tonnes Per Annum

Business- Related Terms

Term	Description
AAI	Airports Authority of India
ADCO	Abu Dhabi Company for Onshore Operations
ADMA OPCO	Abu Dhabi Marine Operating Company
ADNOC	Abu Dhabi National Oil Company
ALBA	Aluminium Bahrain
ATF	Aviation Turbine Fuel
BAPCO	Bahrain Petroleum Company
BCIC	Bangladesh Chemical Industries Corporation
BCPL	Brahmaputra Cracker and Polymer Limited
BHN	Bombay High North
BIC	Bechtel International Corporation
BOO	Build Own Operate
BOP	Balance of Plant
BORL	Bharat Oman Refineries Limited
BPCL	Bharat Petroleum Corporation Limited
BRPL	Bongaigaon Refinery and Petrochemicals Limited
CAIRN India	Cairn India Limited
CEIL	Certification Engineers International Limited
CHT	Centre for High Technology
CPCL	Chennai Petroleum Corporation Limited
CSR	Corporate Social Responsibility
CTL	Coal to Liquid
CWSSB	Chennai Metro-Water Supply and Sewerage Board
DHDS	Diesel Hydro Desulphurization
DHDT	Diesel hydrotreating
DIAL	Delhi International Airport (P) Limited
DJB	Delhi Jal Board
DRDO	Defence Research & Development Organization
EILAP	EIL Asia Pacific Sdn. BHD.
EILAP	EIL Asia Pacific Sdn. Bhd
EO/EG	Ethylene Oxide/Ethylene Glycol
EOL	Essar Oil Limited
EPC	Engineering Procurement and Construction
EPCM	Engineering Procurement and Construction Management
FAI	Fertilizer Association of India
FCIL	Fertiliser Corporation of India Limited
FO	Furnace Oil
FT	Fischer Tropsch
GAIL	Gas Authority of India Limited
GCPTCL	Gujarat Chemical Port Terminal Company Limited
GITL	Gujarat India Transco Limited
GMDC	Gujarat Mineral Development Corporation Limited
GNFC	Gujarat Narmada Valley Fertilisers Limited
GREP	Gas Rehabilitation and Expansion Project
GSPC	Gujarat State Petroleum Corporation Limited
GSPL	Gujarat State Petronet Limited
HAZOP	Hazard and Operability
HBJ	Hazira Bijaipur Jagdispur
HCL	Hindustan Copper Limited
HDPE	High-Density Polyethylene
HINDALCO	Hindalco Industries Limited
HMEL	HPCL-Mittal Energy Limited
HPCL	Hindustan Petroleum Corporation Limited
HPL	Haldia Petrochemicals Limited
HSE	Health Safety and Environment
HUDCO	Housing and Urban Development Corporation
HZL	Hindustan Zinc Limited
IIP	Indian Institute of Petroleum
INDAL	Indian Aluminium Company Limited
IOCL	Indian Oil Corporation Limited
IOCL R&D	IOCL Research and Development
IOD	Institute of Directors
IOT	IOT Infrastructure and Energy Services Limited

Term	Description
IOTL	Indian Oil Tanking Limited
IPCL	Indian Petrochemicals Corporation Limited
IREP	Integrated Refinery Expansion Project
IRQS	Indian Register Quality System
ISO	International Organisation for Standardization
ISOM	Isomerization Unit
ISPRL	Indian Strategic Petroleum Reserves Limited
Jabal Dhahram	Jabal Dharan Company Limited
JabalEILIOT	Jabal EILIOT Company Limited
JNNSM	Jawaharlal Nehru National Solar Mission Policy
JSWAL	JSW Aluminum Limited
KNPC	Kuwait National Petroleum Corporation
KOC	Kuwait Oil Company
KPC	Kuwait Petroleum Corporation
KSA	Kingdom of Saudi Arabia
LLPDE	Linear Low-Density Polyethylene
LNG	Liquified Natural Gas
LPG	Liquified Petroleum Gas
LSHS	Low Sulphur Heavy Stock
LTA	Last Time Accident
MCD	Municipal Corporation of Delhi
MHA	Ministry of Home Affairs
MIAL	Mumbai International Airport Private Limited
MNW	Mumbai High North Water Injection Cum Gas Compression Platform
MRPL	Mangalore Refinery and Petrochemical Limited
MUT	Mumbai High- Uran Trunk
NAFTEC	National Company of Oil Refinery
NALCO	National Aluminium Company Limited
NELP	New Exploration and Licensing Policy
NFC	Nuclear Fuel Complex
NHT	Naphtha Hydro-Treating
NMDC	National Mineral Development Corporation Limited
NOCL	Nagarjuna Oil Corporation Limited
NPCC	National Petroleum Construction Company
NPCIL	Nuclear Power Corporation Limited
NRL	Numaligarh Refinery Limited
NSCI	National Safety Council of India
OBE	Open Book Estimate
OIDB	Oil Industry Development Board
OIL	Oil India Limited
ONGC	Oil and Natural Gas Corporation Limited
OPal	ONGC Petro-additions Limited
OPGC	Orissa Power Gas Company
ORPC	Oman Refineries and Petrochemicals Limited
PAU	M/s. Panca Amara Utama
PFCC	Petro Fluid Catalytic Cracking
PMC	Project Management Consultancy
R&D	Research And Development
RCB	Regional Center for Biotechnology
RGIPT	Rajiv Gandhi Institute of Petroleum Technology
RGPPL	Ratnagiri Gas and Power Private limited
RIL	Reliance Industries Limited
RUMP	Rehabilitation of Unmanned Well Platforms
SABIC	Saudi Basic Industries Corporation
SBM	Single Boy Mooring
Shell Hazira	Shell Gas B.V Hazira LNG and Port
SIL	Safety Integrity Level
SONATRACH	Société Nationale pour la Recherche, la Production, le Transport, le Transformation, et la Commercialisation des Hydrocarbures s.p.a.
SPM	Single Point Mooring
SSNNL	Sardar Sarovar Narmada Nigam Limited
Sterlite	Sterlite Industries Limited
TEIL	TEIL Projects Limited
TPI	Third Party Inspection

Term	Description
UIDAI	Unique Identification Authority of India
VCM	Vinyl Chloride Monomer
WIPRP	Water Injection Pipelines Replacement Project

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, Companies Act, 2013, SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Tax Benefits”, “Regulations and Policies in India”, “History and Certain Corporate Matters”, “Financial Statements” and “Outstanding Litigation and Material Developments” on pages 386, 90, 146, 150, 176 and 297 respectively, will have the same meaning given to such terms in these respective sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Prospectus to "India" are to the Republic of India. All references in this Prospectus to the "U.S.", "US", "USA" or "United States" are to the United States of America.

Financial Data

Unless indicated otherwise, the financial data in this Prospectus is derived from the audited consolidated and restated financial statements as of and for the years ended March 31, 2013, 2012, 2011, 2010 and 2009 and the six month period ended September 30, 2013, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with SEBI ICDR Regulations as stated in the report of the Auditors, and included in this Prospectus.

The fiscal year commences on April 1 and ends on March 31 of the next year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year. In this Prospectus, any discrepancy in any table between the total and the sums of the amounts listed are due to rounding off. There are significant differences between Indian GAAP, IFRS and US GAAP. Accordingly, the degree to which the financial statements prepared in accordance with Indian GAAP included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by any persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI ICDR Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We urge you to consult your own advisors regarding such differences and their impact on the financial data.

Our Auditors have also conducted a limited review of our unaudited standalone financial information for the quarter and the nine month period ended December 31, 2013 (the "**Unaudited December 2013 Financial Results**") in accordance with the requirements of Clause 41 of the Equity Listing Agreements with the Stock Exchanges. The Unaudited December 2013 Financial Results is included in this Prospectus. The Unaudited December 2013 Financial Results has not been audited in accordance with the SEBI ICDR Regulations. The presentation of the Unaudited December 2013 Financial Results is not comparable to the presentation of the restated standalone financial statements and the restated consolidated financial statements included in this Prospectus. Furthermore, please note that the Unaudited December 2013 Financial Results is presented in "Lakhs" (1 Lakh = 100,000) and is not comparable with the restated standalone financial statements and the restated consolidated financial statements, which are presented in millions. For further information see section titled "Recent Development on page 289.

Currency of Presentation

All references to "Rupees" or "Rs." or '₹' are to Indian Rupees, the official currency of the Republic of India. All references to "US$", "U.S. Dollar", "USD" or "US Dollars" are to United States Dollars, the official currency of the United States of America. All references to "EURO" or "EUR." are to the Euro, the official currency of the European Union. All references to "RM" are to the Malaysian Ringgit, the official currency of Malaysia.

Market and Industry Data

Market and industry data used throughout this Prospectus has been obtained from various government, multilateral and industry publications. These publications generally state that the information contained therein has been obtained from sources believed to be reliable, but it has not been independently verified by us and its accuracy and completeness is not guaranteed and its reliability cannot be assured. Although we believe market data used in this Prospectus is reliable, it has not been independently verified by us. The data used from these sources may have been reclassified by us for purposes of presentation. Data from various market sources may not be comparable. The extent to which the market and industry data is presented in this Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct the business, and methodologies and assumptions may vary widely among different market and industry sources. We provide website sources for some of the industry data we present. The information on such websites do not form a part of this Prospectus.

Exchange Rates

The following table sets forth, for each period indicated, information concerning the number of Rupees for which one US dollar, one Malaysian RM and one Saudi Riyal could be exchanged. The row titled 'average' in the table below is the average of the daily rate for each day in the period.

Period	Period end (in ₹.)*	Period average (in ₹.)*	Period end (in Malaysian RM)**	Period average (in Malaysian RM)**	Period end (in Saudi Riyal)**	Period average (in Saudi Riyal)**
Fiscal 2013	54.39	54.45	17.43	17.50	14.47	14.48
Fiscal 2012	51.16	47.95	16.90	15.68	13.82	12.83
Fiscal 2011	44.65	45.58	14.95	14.49	12.07	12.15
Fiscal 2010	45.14	47.42	13.76	13.65	11.99	12.63
Fiscal 2009	50.95	45.91	14.18	13.40	13.78	12.28

** Source: ww.rbi.org.in*
***Source : www.oanda.com*

Period	Period end (in ₹.)*	Period average (in ₹.)*	Period end (in Malaysian RM)**	Period average (in Malaysian RM)**	Period end (in Saudi Riyal)**	Period average (in Saudi Riyal)**
July, 2013	61.12	59.78	18.67	18.75	16.09	15.95
August, 2013	66.57	63.21	20.36	19.18	17.88	16.76
September, 2013	62.78	63.75	19.48	19.65	16.76	17.04
October, 2013	61.41	61.62	19.39	19.29	16.28	16.34
November, 2013	62.39	62.63	19.29	19.57	16.59	16.67
December, 2013	61.90	61.91	18.78	19.00	16.49	16.46

** Source: ww.rbi.org.in*
***Source : www.oanda.com*

NOTICE TO PROSPECTIVE INVESTORS

The Equity Shares have not been recommended by any U.S. Federal or State Securities Commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**Securities Act**"), or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "Qualified Institutional Buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "**QIBs**"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421- B OF THE NEW HAMPSHIRE REVISED STATUTES ("**RSA**") WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This Prospectus has been prepared on the basis that all offers of Equity Shares will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area ("**EEA**"), from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Directive" means Directive 2003/71/EC of the European Parliament and Council EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State (as defined below)) and includes any relevant implementing measure in each Relevant Member State. Accordingly, any person making or intending to make an offer within the EEA of Equity Shares which are the subject of the placement contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Company or any of the Underwriters to produce a prospectus for such offer. None of the Company and the Underwriters have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Underwriters which constitute he final placement of Equity Shares contemplated in the Red Herring Prospectus

FORWARD LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the objectives, strategies, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

These forward looking statements are based on current plans and expectations. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industries in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in Indian laws, regulations and taxes and changes in competition in our industry

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Substantial reliance on Government-owned and Government-controlled entities for revenue;
- Costs and availability of equipment and materials;
- Cost overruns, delays and disruptions in completion and commissioning of projects;
- Performance of the consultancy and engineering segment and the turnkey project segment, in particular the following sectors: oil and gas, petrochemicals, power-nuclear and solar, fertlilizer, mining and metallurgy, and the infrastructure sector in India and internationally;
- General economic and business conditions in India in general and the engineering consultancy and EPC sector in particular;
- The ability to successfully implement our strategy and our growth and expansion plans and our exposure to market risks that have an impact on our business activities or investments;
- Changes in laws and regulations that apply to our business, our clients and suppliers, and our ability to respond to them;
- Changes in the value of the Rupee and other currency changes;
- Increasing competition in and the conditions of our clients and suppliers;
- General political, economic and business conditions in India and other countries;
- Occurrence of natural calamities or natural disasters affecting the areas in which we have operations;
- Changes in laws and regulations that apply to companies in India;
- Potential mergers, acquisitions or restructurings;
- The performance of the financial markets in India;
- Changes in the foreign exchange control regulations in India; and
- Other factors discussed in this Prospectus, including under the section "Risk Factors" on page 18.

For further discussion of factors that could cause our actual results to differ, please see "Risk Factors", "Business" and "Management Discussion and Analysis of Financial Condition and Results of Operations" on pages 18, 113 and 265 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. None of the Company, the Selling Shareholder, the BRLMs and the Syndicate Members nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the Company, the Selling Shareholder and the BRLMs will ensure that investors in India are informed of material developments until the Equity Shares to be sold pursuant to the Offer have been transferred or refund of application monies have been completed.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should consider all of the information in the Red Herring Prospectus, including the risks and uncertainties described below and in the sections "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 113 and 265 respectively before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to the offering of our Equity Shares. If any of the following events actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implication of any of the risks mentioned herein.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus.

In this section, unless the context otherwise requires, a reference to the "Company" is to Engineers India Limited, and a reference to "we", "us" or "our" refers to Engineers India Limited and its subsidiaries and joint ventures on a consolidated basis. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated consolidated financial statements.

INTERNAL RISK FACTORS

Risks relating to the Company and Business and Operations

1. ***We are involved in legal, regulatory and arbitration proceedings that, if determined against us, may have an adverse impact on our business and financial condition.***

There are certain outstanding legal proceedings against the Company and Subsidiaries, including recovery suits, labor related proceedings and arbitration matters, pending at various levels of adjudication before various courts, tribunals, authorities and appellate bodies in India. We cannot give you any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of the Company. Further, should any new development arise, such as change in applicable laws or rulings against us by the appellate courts or tribunals, we may need to make provisions in our financial statements, which may increase our expenses and current liabilities. Details of the proceedings that have been initiated against the Company and the amounts claimed against us in these proceedings, to the extent ascertainable, are set forth below:
Litigation involving the Company

Cases filed against the Company

(in ₹million unless stated otherwise)[1]

Nature of Proceedings	Number of Proceedings	Amount Involved (to the extent ascertainable)
Civil cases	37	451.28
Arbitration proceedings	3	4534.33
Direct Tax	4	77.12[2]
Indirect Tax	4	61.47[2]
Miscellaneous	1	-
Regulatory proceedings	1	0.25
Total	**50**	**5124.45**

[1] The amounts quoted exclude any costs, interests or other types of compensation that may have been claimed against the Company. Further the amount stated herein only reflects the initial claims made by the respective parties and does not take into account any amounts paid by the Company or amounts due/payable by the Company pursuant to any subsequent orders or any limitations on claims as per contracts from which disputes arose. For further details in relation to other litigation, please see "Outstanding Litigation and Material Developments" on page 297.

[2] The amount stated only reflects the initial deductions disallowed by the respective assessing officer/ tax authority and does not include amounts already paid under protest which may be refunded to the Company or amounts due to/payable by the Company pursuant to any subsequent orders.Further, please note that this also includes an amount of Rs. 27.52 million claimed for refund on account of short credit of tax deducted at source. For details of our litigation, please see "Outstanding Litigation and Material Developments" on page 297.

Cases filed by the Company

(in ₹million unless stated otherwise)[1]

Nature of Proceedings	Number of Proceedings	Amount Involved (to the extent ascertainable)
Civil cases	11	9.41 + USD 13.32 million
Arbitration proceedings	3	254.05[2]
Miscellaneous	2	158.06
Total	**16**	**421.52 + US$ 13.32 million**

[1] The amounts quoted exclude any costs, interests or other types of compensation that may have been claimed against the Company. Further the amount stated herein only reflects the initial claims made by the respective parties and does not take into account any amounts paid by the Company or amounts due/payable by the Company pursuant to any subsequent orders or any limitations on claims as per contracts from which disputes arose. For further details in relation to other litigation, please see "Outstanding Litigation and Material Developments" on page 297.

[2] The amount stated only reflects the claims by the Company. There are counter claims amounting to ₹89.92 million in these arbitration claims. For details of our litigation, please see "Outstanding Litigation and Material Developments" on page 297.

Litigation involving our Subsidiaries

Cases filed against the Subsidiaries

(in ₹million unless stated otherwise)[1]

Nature of Proceedings	Number of Proceedings	Amount Involved (to the extent ascertainable)
Indirect Tax	4	26.04
Total	**4**	**26.04**

[1] The amounts quoted exclude any costs, interests or other types of compensation that may have been claimed against the Company. Further the amount stated herein only reflects the initial claims made by the respective parties and does not take into account any amounts paid by the Company or amounts due/payable by the Company pursuant to any subsequent orders or any limitations on claims as per contracts from which disputes arose. For further details in relation to other litigation, please see "Outstanding Litigation and Material Developments" on page 297.

There are no cases filed by the Subsidiaries.

2. ***We have received a show cause notice from SEBI inter alia, for the non-disclosure of certain information as required under the the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Code"). Any proceedings which may be taken against us pursuant to this show case notice may have an adverse impact on us and our business and financial condition***

In the past, we have received a show cause notice from SEBI *inter alia,* for the non-disclosure of holding and other details regarding promoters, persons in control and persons holding more than 15% of the equity share or voting rights of the Company as required under Regulations 6(2), 6(4) and 8(3) of the Takeover Code. The Company has replied to the notice and there has been no further communication in this regard. For further information, please see section "Outstanding Litigation and Material Developments" on page 297.

3. ***The contracts in our Order Book may be adjusted, cancelled or suspended by our clients and, therefore, our Order Book is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our Order Book may not be a reliable indicator of our future gross margins.***

As of September 30, 2013, our Order Book was ₹ 32,323.90 million. There can be no assurance that our Order Book will actually be realized as revenues or, if realized, will result in profits. In accordance with industry practice, most of our contracts are subject to cancellation, termination, or suspension at the discretion of the client at any stage of the contract. In addition, the contracts in our Order Book are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. Our Order Book includes expected revenues for contracts that are based on estimates. Projects can remain in Order Book for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in Order Book being cancelled or suspended generally increases during periods of wide-spread economic slowdowns. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed. Any delay, cancellation or payment default could adversely affect our cash flow position, revenues and/or profit.

4. Our revenue and earnings are dependent on the award of new contracts which we do not directly control

A portion of our revenue is generated from large-scale project awards that we get from time to time. The timing of when project awards will be made is unpredictable and outside of our control. We operate in competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a variety of factors including governmental approvals, financing contingencies, commodity prices, environmental conditions and overall market and economic conditions. In addition, during an economic downturn, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem as standard market practice or acceptable. As a result, we are subject to the risk of losing new awards to competitors. Because a portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts. Hence, there is a risk that revenue may not be derived from awarded projects as quickly as anticipated. Also any cancellation or suspension of an order by a customer may also affect our revenue and financial condition.

5. Failure to effectively manage our plans with respect to diversification could adversely affect our growth and profitability.

We intend to leverage our engineering consultancy, EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages, including in power-solar and nuclear, oil and gas exploration, gas based fertilizer projects, coal to liquid, water and waste management liquified natural gas and city gas. For example, in the oil and gas sector, in 2011 we re-entered the gas based fertilizer sector and, in 2012 we signed a production sharing contract for two exploration acreages namely Block No. CB/ ONN/2010 – 11 and 8 with GoI for NELP-IX, in the nuclear sector, we are providing engineering services for the BOP structures, systems and components of Kudankulam Nuclear Power Project of Nuclear Power Corporation Limited ("**NPCIL**") and PMC services for a grass root nuclear fuel complex for Nuclear Fuel Complex ("**NFC**") and in the gas based fertilizer sector, we intend to target fuel/feed conversion projects both for naphtha based projects and FO/LSHS based projects, revival of closed units of public sector gas-based fertilizer plants in India, reconstruction and expansion projects in the fertilizer sector. We are presently considering an investment in joint venture for the revival of the Ramagundam unit of the Fertiliser Corporation of India Limited (FCIL).

While we believe that in the medium and long term, some of these strategic business segments may contribute significantly to our consolidated revenues, many of our strategic initiatives are in business segments in which we may have comparatively less or no prior experience. We cannot assure you that we will be able to keep pace with changing market practice or that we will successfully anticipate and address the demand for new services or business lines in a timely manner or at all. We may enter into joint ventures or alliances to explore such opportunities or make significant investments in entities that we do not control to capitalize on such business opportunities, and there can be no assurance that such joint ventures, alliances or investments will be successful. These additional business activities may require additional management, financial and operational resources. Our gross margins in these new business areas may be lower than our existing business activities. We may not be able to expand our operations in a cost-effective or timely manner. Consequently, there can be no assurance that such strategic business initiatives will be profitable.

In addition, we may not have a controlling interest in some of these new businesses. The success of these investments will depend in part on our ability to work successfully with the other owners and management of the relevant businesses, and we cannot be sure that we will work successfully with such third parties in managing and operating these businesses. Further, the profitability of our investment will be dependent on the performance of these businesses and the dividends and other distributions we receive from them. As a result, in the event of non-performance or losses incurred by these businesses, our results of operations and financial condition may be adversely affected.

For further details relating to our diversification into other sectors please see section "Our Business - Our Business Strategy - Selectively diversify into other potential sectors"- on page 120.

6. Our failure to successfully manage our geographically diverse operations could adversely affect our business and results of operations.

We have operations in various international geographies such as the Middle East, North Africa and South East Asia, and we continue to focus on further expansion of our international business. These operations are conducted either by us directly or by entering into a joint venture or through subsidiaries and our foreign project and branch offices, as well as through agreements with foreign joint venture partners. These operations are subject to risks that could adversely affect our business and results of operations, including risks associated with uncertain political and economic environments, government instability and legal systems, laws and regulations that are different from the legal systems, laws and regulations that we are familiar with in India, and which may be less established or predictable than those in more developed countries. In addition, we could be subject to expropriation or deprivation of assets or contract rights, foreign currency restrictions, exchange rate fluctuations and unanticipated taxes or encounter potential incompatibility with foreign joint venture partners, and non-availability of suitable personnel and equipment.

In order to manage our day-to-day operations, we must overcome cultural and language barriers and assimilate different business practices. In addition, we are required to create compensation programs, employment policies and other administrative programs that comply with the laws of different jurisdictions. Our failure to successfully manage our geographically diverse operations could impair our ability to react quickly to changing business and market conditions and to comply with industry standards and procedures.

Our ability to operate and compete may be adversely affected by governmental regulations in the countries in which we transact our business. In particular, price controls, taxes and other laws relating to the oil and gas industry and the environment and changes in laws and regulations relating to such matters may affect our operations. If these regulations apply to us, they may require us to, for example, obtain licenses or permits in order to bid on contracts or conduct our operations or enter into a joint venture, agency or similar business arrangement with local individuals or businesses in order to conduct business in those countries. These regulations frequently encourage or mandate the hiring of local contractors and require foreign contractors to employ citizens of, or purchase supplies from within, the relevant country. In addition, we may become involved in proceedings with regulatory authorities that may require us to pay fines, comply with more rigorous standards or other requirements or incur capital and operating expenses for compliance with such laws and regulations.

For further details relating to the expansion of our international operations, please see section "Our Business - Our Business Strategy - Expand our International Operations" on page 119.

7. Our reliance on the hydrocarbon and petrochemical sector for a majority of our revenue could adversely affect our business, results of operations, financial condition and cash flows in event we are not able to grow or perform well in these sectors.

Currently, a majority of our revenues are derived from the hydrocarbon and petrochemicals sector. For fiscal 2013, 93.77 per cent. of the our revenues were derived from hydrocarbon and petrochemical sector on a consolidated basis and in the six months ended September 30, 2013, 93.14 per cent of our revenue were derived from the hydrocarbon and petrochemical sector on a consolidated basis. Our revenues, financial condition and the results of our operations will be adversely affected if we are unable to continuously develop our technical skills and expertise and to sustain our involvement in these sectors. Exploration of hydrocarbon is a capital intensive and high risk-high reward business. It is always subject to the risk that even after a considerable investment, the discovered hydrocarbon reserve may not be commercially viable for production. Our success in these two sectors depends to a great extent on our ability to maintain and/or establish relationship with key clients and other partners and also our ability to deploy additional management, financial and operational resources.

Additionally, if the hydrocarbon and petrochemical sectors cease to be a growth driver for our business, our financial condition may be adversely affected.

8. ***We engage in a competitive business. If we are unable to compete effectively, we could lose market share and our business and results of operations could be negatively impacted.***

We operate in competitive markets. The principal factors affecting competition include: customer relationships; technical excellence or differentiation; price; service delivery (which includes the ability to deliver personnel, processes, systems and technology, as may be required consisting of both local content and presence); service quality; health, safety and environmental standards and practices; financial strength; breadth of technology and technical sophistication; risk management awareness and processes.

For example, in the hydrocarbon sector, we compete with U.S., European, Japanese and Korean engineering and construction companies or their regional operating entities as well other regional engineering and construction companies, including those in India and the mining and metallurgy sector and in the infrastructure sector, our competitors include various Indian engineering and construction companies. Some of our competitors have greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively for large-scale project awards.

For EPC contracts, we may bid for projects up to a certain value. Although the value of projects for which we are able to compete for has increased in recent years, we may be unable to compete with international engineering and construction conglomerates for high value contracts. The level of competition varies, depending on the industry or business vertical, as well as the size, nature and complexity of the project and the geographical region in which the project is to be implemented. For example, with respect to EPC contracts, clients generally award larger projects to large contractors, which may give these competitors an advantage when bidding for these projects. Conversely, with respect to our engineering, design and consultancy services, low barriers of entry can result in competition with smaller, newer competitors.

Intense competition is expected to continue in these markets, presenting us with various challenges in our ability to maintain growth rates and profit margins. If we are unable to meet these competitive challenges, we could lose market share to our competitors and experience an overall reduction in our profits.

9. ***We are dependent upon third parties such as subcontractors, equipment and material suppliers to complete many of our contracts. Any failure to engage third party consultants and service providers could affect the completion of our contracts. Any failure by a third-party subcontractor to comply with applicable laws, to obtain the necessary approvals, or provide services as agreed in the contract could negatively impact our business and may result in fines, penalties or even delay and suspension of work/contract.***

A portion of the work performed under our contracts, particularly EPC contracts, is performed by third-party subcontractors we hire. We also rely on third-party equipment manufacturers or suppliers to provide the equipment and materials used for EPC projects. In our EPCM and other engineering consultancy projects, although to a limited extent, we may similarly need to rely on third party consultants or other service providers. If we are unable to hire qualified subcontractors or find competent equipment manufacturers or suppliers, our ability to successfully complete a project could be impaired. If the amount we are required to pay for subcontractors or equipment and supplies exceeds what we have estimated, especially in a fixed-price or lump-sum type contract, we may suffer losses on these contracts. If a supplier, manufacturer or subcontractor fails to provide supplies, equipment or services as required under a negotiated contract for any reason or if a subcontractor engaged by us has misrepresented its qualification or eligibility to undertake a specific project, we may be required to source these supplies, equipment or services or a replacement for such sub-contractor (as the case may be) on a delayed basis or at a higher cost than anticipated, which could impact contract profitability. Any such misrepresentation by a subcontractor as to its qualification or eligibility may also affect our ability to successfully complete a project and thereby harm our reputation. The risk of failure by a supplier, manufacturer or subcontractor to provide supplies, equipment or services may be intensified during an economic downturn if our suppliers, manufacturers or subcontractors experience financial difficulties or find it difficult to obtain sufficient financing to fund their operations or access to bonding, and are not able to provide the services or supplies necessary for our business. Finally, a failure by a third-party subcontractor to comply with applicable laws, rules or regulations or to obtain the necessary approvals or provide services as per our contract could negatively impact our business and may result in fines, penalties, suspension or even debarment

10. ***Statutory and regulatory filings made by the Company in relation to bonus issues approved in 1980, 1986 and 1992 and change in our registered office prior to 1992; the agreement for incorporation of the Company; and securities law compliance records prior to 1990 are not available. Accordingly, we will be unable to submit these records to any regulatory or other authority, which may adversely affect our business and operations.***

Since the Company was incorporated in 1965, copies of regulatory and statutory filings made by the Company in relation to: the issuance of Equity Shares pursuant to bonus issues approved by the shareholders of the Company on September 24, 1980, September 17, 1986 and March 18, 1992; and change in our registered office prior to 1992 cannot be produced by the Company. Moreover, the Company is unable to produce copies of the memorandum of understanding dated June 27, 1964 and the formation agreement dated November 20, 1964 between the Government of India and Bechtel International Corporation pursuant to which the Company was incorporated as well as any other agreements with Bechtel International Corporation and Bechtel Overseas Corporation. Further, we do not have records in relation to compliance with securities law prior to 1990. Accordingly, we will be unable to submit these records to any regulatory or other authority, in the event we are requested or required to do so, which may adversely affect our business and operations.

11. ***Our revenues and earnings are dependent upon our ability to integrate and manage the strategic acquisitions or investments we have made or may make in the future***

In the future, we may consider acquisition opportunities or identify partners whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations. It is possible that if we do identify suitable opportunities, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition opportunities or the inability to complete such transactions may adversely affect our competitiveness or growth prospects.

Additionally we may also face difficulty in integrating the acquired operations into our business. Such difficulties could disrupt our ongoing business, distract our management and employees and increase our overheads. There can be no assurance that we will be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment.

12. ***We may experience reduced profits or losses, or in some cases, cancellations or deferrals of, contracts if costs increase above estimates.***

We conduct our business under various types of contractual arrangements where costs are estimated in advance. Although a majority of our engineering consultancy and EPC projects (by value) are cost-reimbursable contracts that allocate the risk of cost overruns to our clients by requiring our clients to reimburse us for our cost. Some of our engineering consultancy and EPC contracts are fixed-price or lumpsum contracts, where we bear a portion of the risk for cost overruns. Under these types of contracts, contract prices are established in part on cost and scheduling estimates which are based on a number of assumptions. For EPC contracts, these assumptions include assumptions relating to future economic conditions, prices and availability of labor, equipment and materials. If these estimates prove inaccurate, or circumstances change such as unanticipated technical problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, weather delays, cost of raw materials, or our suppliers' or subcontractors' inability to perform, cost overruns may occur and we could experience reduced profits or, in some cases, a loss for such EPC project. These risks tend to be exacerbated for longer-term contracts since there is increased risk that the circumstances under which we based our original bid could change with a resulting increase in costs.

In many of these contracts, we may not be able to obtain compensation for additional work performed or expenses incurred, and if a project is delayed, we may be required to pay liquidated damages. Even under our cost-reimbursable contracts, where we do not bear the risk of cost-overruns, costs can exceed client expectations, resulting in deferrals or even cancellations of the contract. Unanticipated costs or delays in performing part of a fixed price contract can have compounding effects by increasing costs of performing other parts of the contract. These variations and the risks generally inherent to the industry we operate in may result in our profits being different from those originally estimated and may result in our experiencing reduced profitability or losses on projects. Depending on the size of a project, these variations from estimated contract performance could have a material effect on our results of operations. In addition, most contracts that we enter into are subject to certain completion schedule requirements with liquidated damages in the event schedules are not met as a result of circumstances within our control. Required payment of liquidated damages could have a material effect on our results of operations.

13. We could incur additional cost or loss in revenue in connection with our failure to comply with all our commitments in our engineering consultancy and project management contracts.

Our engineering consultancy and project management consultancy contracts typically require us to assume several obligations, which include but are not limited to the following: maintenance of registrations, licenses and permits required for performance of the work in our name or that of our employees, agents or subcontractors; adherence to safety requirements, failing which penalties may be deducted from payments due; insurance liability in respect of workman's compensation insurance covering all our employees, group personnel accident insurance, insurance against fire, theft, damage and loss of property owned by us at the construction site, among others; provision of bank guarantees and performance bonds; liability for defects within the stipulated liability period and breach of warranties; provisions for liquidated damages. We may, from time to time, not be able to comply with all of these provisions, which may result in the payment of damages and assessment of penalties, the incurrence of additional costs and loss in revenue, and adversely affect our business, financial condition and results of operations.

Additionally, we are typically responsible for completing a project by the scheduled completion date as agreed in the relevant contract. We may also be responsible for the performance standards of such project. We may also assume a project's technical risk, which means that we may have to satisfy certain technical requirements of the project despite the fact that at the time of project award, we may not have previously developed or applied the system or technology in question. If we subsequently fail to complete the project as scheduled, or if the project subsequently fails to meet the requisite performance standards, we may be held responsible for cost impacts to the client resulting from any delay or the cost to cause the project to achieve the performance standards, generally in the form of contractually agreed-upon liquidated damages. To the extent that these events occur, we may be required to forego part of our contract revenue or provide a discount to the client which would have a material effect on our business, financial condition and results of operations.

14. The nature of our EPC business exposes us to potential liability claims and contract disputes which may reduce our profits.

We engage in EPC activities for facilities where design, construction or systems failures can result in injury or damage to third parties. In addition, the nature of our business results in clients, subcontractors and vendors occasionally presenting claims against us for recovery of cost they incurred in excess of what they expected to incur, or for which they believe they are not contractually liable. We have been and may in the future be named as a defendant in legal proceedings where parties may make a claim for damages or other remedies with respect to our projects or other matters. These claims generally arise in the normal course of our business. If it is determined that we are liable, we may not be covered by insurance or, if covered, the amount of these liabilities may exceed our policy limits. Even where insurance is maintained for such exposure, the policies have deductibles resulting in our assuming exposure for a layer of coverage with respect to any such claims. Any liability not covered by our insurance, in excess of our insurance limits or, if covered by insurance but subject to a high deductible, could result in losses for us, and reduce our cash available for operations. For further information, see "Outstanding Litigation and Material Developments" on page 297.

15. Our inability to qualify for and win large engineering consultancy or EPC contracts may adversely affect our results of operations.

Some of our contracts are obtained through a competitive bidding process. In selecting consultants and contractors for major engineering consultancy and EPC projects, clients generally limit the tender to consultants and contractors they have pre-qualified based on several criteria. These criteria include, among other factors, experience, technological capacity and performance, reputation for quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects, as well as price competitiveness of the bid. Our recent experience indicates that clients in the energy industry are increasingly developing larger, more technically complex EPC projects and increasingly awarding the entire contract to a single EPC contractor. Pre-qualification is key to our winning such EPC projects. Our ability to bid, compete for and and win such projects is dependent on our ability to show experience of working on similar engineering consultancy and EPC contracts. Our inability to qualify for large engineering consultancy or EPC contracts may adversely affect our results of operations.

16. ***Certain bank guarantees and letters of credit that we have availed of contain undertakings, conditions and restrictive covenants which could restrict our ability to conduct our business and operations.***

Certain bank guarantees and letters of credit which we have availed of in connection with our operations contain conditions and restrictive covenants. We have also assumed certain obligations under these arrangements. Such conditions, covenants and obligations may restrict or delay certain actions or initiatives that we may propose to take from time to time. A failure to observe such covenants or conditions under these guarantees and letters of credit may lead to a termination of these arrangements or an acceleration of all amounts due under such arrangements Any acceleration of amounts due under such arrangements may also trigger cross default provisions under other similar arrangements. During any period in which we are in default, we may be unable to, or face difficulties in arranging similar letters of credit and bank guarantees. We may not be able to continue obtaining new letters of credit and bank guarantees in sufficient quantities to commensurate our business requirements. As a result, our ability to enter into new contracts could be limited. Any of these circumstances could adversely affect our business, financial condition and results of operations, as well as result in an adverse effect on the price of the Equity Shares.

17. ***We may be adversely affected by restrictive covenants in certain joint venture agreements to which we are a party.***

We have entered into agreements with Tata Projects Limited, IOT Infrastructure and Energy Services Limited and Jabal Dhahran Company Limited for the establishment of joint ventures. Our joint venture agreements contain clauses pursuant to which we have undertaken not to alienate our shareholding in the joint ventures for a predetermined period of time. Any such sell down after the stated period can only be made to a third party who is in determination of the other party, financially capable to assume and perform the obligations under the agreement and of good ethical and commercial reputation and the other parties shall have the right of first refusal. These covenants limit our ability to make optimum use of our investments or exit these companies at our discretion, which may have an adverse impact on our financial condition. For details of these joint venture agreements please see section “History and Certain Corporate Matters” on page 150.

18. ***Risks associated with the execution of large contracts could adversely affect our margins.***

There are various risks associated with the execution of large-scale integrated engineering consultancy or EPC projects. Larger contracts may represent a larger part of our portfolio and Order Book, increasing the potential volatility of our results and exposure to individual contract risks. For further information on these projects and our Order Book, please refer to “Management's Discussion and Analysis of Operations - Order Book” on page 285.

Managing such integrated engineering consultancy or EPC projects may also increase the potential relative size of cost overruns and negatively affect our operating margins. If we do not achieve our expected margins or suffer losses on one or more of these large contracts, our results of operations could be reduced or we may incur losses.

19. ***The loss of one or more of our major clients could have an adverse impact on our business, financial condition and results of operations.***

In our Turnkey Projects segment ("Turnkey Projects"), total income from a single client frequently contributes a considerable portion of our segment income. This is due, in part, to the fact that most turnkey projects are of a high value with considerable amount of pass-through costs included in the computation of our segment income, as well as because revenues on these projects depend on the stage of completion they are in. In contrast to this, in the Consultancy and Engineering Services segment ("Consultancy and Engineering Services"), it is uncommon for a client to contribute 22% or more of total income in the Consultancy and Engineering Services segment in any given fiscal year. However, we may from time to time perform a number of engineering consultancy projects for a single client in the same fiscal year, which may cause total income from that client to exceed 22% of our total income in the Consultancy and Engineering Services segment. In fiscal 2011, 2012, 2013 and in the six months ended September 30, 2013, revenues from our single largest client in the consultancy and engineering projects segments represented 23.55%, 15.32%, 14.24% and 30.25%, respectively, of our total income in these periods. The loss of one or more of our major clients could have an adverse impact on our business, financial condition and results of operations. For further information relating to our clients who have been responsible for a major portion of our income in the previous years, please refer to "Management's Discussion and Analysis of Operations - Order Book" on page 285.

20. Inaccurate RoC filings made by the Company may result in fines or penalties under the Companies Act, 1956.

On February 14, 1997, the Company issued 720,000 equity shares to all its regular employees, the issue price for which was to be paid in two calls. Pending the receipt of second call on these equity shares, the Company passed a resolution to announce a bonus issue of 37,440,000 equity shares on December 28, 1999 and accordingly filed the Form 2 with the RoC for 37,440,000 equity shares on January 27, 2000. The bonus issue of 37,440,000 equity shares included 2,600 equity shares to be issued on 1,300 partly paid equity shares. Annual Reports of the Company from the year 1999-2000 till 2003-2004 record that the 2,600 equity shares are pending to be issued on 1,300 Equity Shares on account of call in arrears. The 1,300 partly paid up Equity Shares were forfeited on July 27, 2004 and accordingly the 2,600 Equity Shares which were to be issued on these Equity shares were not issued. The Company may be required to file a fresh Form 2 with the RoC in this regard and may also be subject to applicable fine or penalties under Section 75(4) of the Companies Act.

21. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business and to undertake new operations may have a material adverse effect on our business.

Our business is subject to various laws, regulations and contractual commitments relating to health, safety and the environment in the countries in which we operate and we require certain statutory and regulatory permits and approvals for our business. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. Failure by us to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. We have also made applications to various authorities which are currently pending. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future, in a timely manner or at all. For further information, see "Government and Other Approvals" on page 308.

The Company is also expanding its operations internationally and laws or regulations in some countries may require us to obtain licenses or permits in order to bid on contracts or otherwise conduct our operations. In some jurisdictions, activities related to projects may be subject to the prior granting of environmental licenses or permits or to prior notification. Failure by us to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

22. A large part of our business transactions are with government entities or agencies, which may expose us to risk, including additional regulatory scrutiny, delayed receipt of collectibles and pricing pressure.

Our business is principally focused on projects in oil and gas exploration, development and production, and transportation projects undertaken by Indian and international energy conglomerates, many of which are directly or indirectly owned or controlled by either the government of the relevant country or relevant government organizations. Our business is also dependent on infrastructure projects undertaken by governmental authorities funded by governments or international and multilateral development finance institutions. We may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities and agencies.

Contracts with government agencies are subject to various uncertainties (including those associated with funding), procedural requirements, restrictions, and regulations including oversight audits by various government authorities and profit and cost controls. As a result, our government clients may terminate our contracts for convenience or decide not to renew our contracts with little or no prior notice. Since government contracts represent a significant majority of our revenues, the loss of such contracts could have a material adverse impact on our business, financial condition, and results of operations.

There may be delays associated with collection of receivables from government owned or controlled entities, which could affect our liquidity and results of operations. In addition, since government contracts are subject to specific procurement regulations and a variety of other socio-economic requirements, we must comply with such requirements. We must also comply with various other government regulations and requirements as well as various statutes related to employment practices, environmental protection, recordkeeping, and accounting. These regulations and requirements affect how we transact business with our clients and, in some instances, impose additional costs on our business operations. Government contracts also contain terms that expose us to heightened levels of risk and potential liability than non-government contracts.

We also are subject to government audits, investigations and proceedings. For example, government agencies routinely review and audit government contracts to determine whether allowable costs are in accordance with applicable regulations. These audits can result in adjustments to the amount of contract costs we believe are reimbursable by the agencies and the amount of our overhead costs allocated to the agencies. If we violate a rule or regulation, fail to comply with a contractual or other requirement or do not satisfy an audit, a variety of penalties can be imposed including monetary damages and criminal and civil penalties. In addition, our government contracts could be terminated, we could be suspended or debarred from government contract work, or payment of our costs could be disallowed. The occurrence of any of these actions could harm our reputation and could have a material adverse impact on our business, financial condition, and results of operations.

23. Our business is dependent on a continuing relationship with our clients and partners.

Our business is dependent on oil and gas exploration, the power, development, production and transportation projects undertaken by Indian and international energy conglomerates, on infrastructure projects funded by governments or by international and multilateral development finance institutions, as well as the level of activity in the other markets we serve, including the fertilizer, mining and metallurgy industry. We therefore must develop and maintain alliances with intermediaries, agents, subcontractors, consortium partners and other EPC contractors that undertake turnkey contracts for the energy industry, infrastructure projects and projects in other industries we serve. In addition, we develop and maintain relationships and pre-qualified status with certain major clients and obtaining a share of contracts from such clients. Our top clients may vary from period to period depending on the completion schedule of projects. Our business and results of operations will be adversely affected if we are unable to develop and maintain a continuing relationship or pre-qualified status with certain of our key clients and partners. The loss of a key client or a number of key clients may have a material adverse effect on our results of operations.

24. Our operations are subject to hazards and other risks and could expose us to material liabilities, loss in revenues and increased expenses.

Our operations are subject to hazards inherent in providing engineering and construction services, such as risk of equipment failure, work accidents, fire or explosion, hazards that may cause injury and loss of life, severe damage to or destruction of property and equipment, and environmental damage.

We may also be subject to claims resulting from defects arising from EPC and engineering consultancy services provided by us within the warranty periods extended by us. Actual or claimed defects in equipment procured and/or construction quality could give rise to claims, liabilities, costs and expenses, relating to loss of life, personal injury, damage to property, damage to equipment and facilities, pollution, inefficient operating processes, loss of production or suspension of operations.

Our policy of covering these risks through contractual limitations of liability, indemnities and insurance may not always be effective. Also, at times we may also experience significant delays in recovering the insurance claim amount under these policies. In some of the jurisdictions in which we operate, environmental and workers' compensation liability may be assigned to us as a matter of law. Clients and subcontractors may not have adequate financial resources to meet their indemnity obligations to us. Losses may derive from risks not addressed in our indemnity agreements or insurance policies, or it may no longer be possible to obtain adequate insurance against some risks on commercially reasonable terms. Failure to effectively cover ourselves against engineering and construction industry risks for any of these reasons could expose us to additional costs and potentially lead to material losses. Additionally, the occurrence of any of these risks may also adversely affect public perception about our operations and the perception of our suppliers, clients and employees, leading to an adverse effect on our business. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

25. Our insurance coverage may not adequately protect us against all losses.

Our insurance policies consists of boiler and pressure plant insurance, standard asset coverage insurance, directors and officer's liability policy, marine open policy, standard fire and special perils policies, all risk insurance policies, along with group personal accident insurance and overseas travel policies. While we believe that the insurance coverage we maintain would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our insurance coverage, the loss would have to be borne by us and it could have a material adverse effect on our results of operations and financial condition.

26. Engineering construction sites are inherently hazardous workplaces. If we fail to maintain safe work sites, we can be exposed to unforeseen financial losses, as well as civil and criminal liabilities.

Our engineering construction sites often put our employees and others in close proximity with large pieces of mechanized equipment, moving vehicles, chemical and manufacturing processes, and regulated materials. On many sites we are responsible for safety and, accordingly, must implement safety procedures. If we fail to implement such procedures or if the procedures we implement are ineffective, our employees and others may get injured. Unsafe work sites also have the potential to increase employee turnover, increase the cost of a project to our clients, and raise our operating costs. Although we have not experienced any major incident of this nature in the past, any such adverse incident in the future could result in financial losses, which could have a material adverse impact on our business, financial condition, and results of operations.

In addition, our projects can involve the handling of hazardous and other regulated materials, which, if improperly handled or disposed of, could subject us to civil and criminal liabilities. We are also subject to regulations dealing with occupational health and safety and the failure to comply with such regulations could subject us to liability.

Our safety record is critical to our reputation. Many of our clients require that we meet certain safety criteria to be eligible to bid for contracts and many contracts provide for automatic termination or forfeiture of some or all of our contract fees or profit in the event we fail to meet certain measures. As a result, any failure by us in the future to maintain adequate safety standards could result in reduced profitability or the loss of projects or clients, and could have a material adverse impact on our business, financial condition, and results of operations.

27. Our competitiveness depends in part on our ability to obtain, protect and leverage our intellectual property rights relating to our innovations and processes.

We believe that having a significant level of protected proprietary technology gives us a competitive advantage in marketing our services. We therefore try to obtain and protect certain patents on our new processes and other innovations. For example, as of the date of the Red Herring Prospectus, we hold 14 patents and have applied for 15 patents which are pending approval. For further details, see the section "Government and Other Approvals" on page 308. However, we cannot be certain that the measures that we employ will result in the protection of our patents or will result in the prevention of its unauthorized use. There can be no assurance that the relevant authorities will grant our pending patents in the time-frame anticipated by us or at all.

Further, as per the legal framework in India, the term of a patent is only twenty years from the date of filing of the application for such patent. Our operations are heavily dependent on the technologies and processes developed by us and there can be no assurance that we will be able to protect the technology we have developed after the expiry of the term of the patent.

Any failure to protect our proprietary rights or in obtaining approval for patent relating to our designs, processes, components, technology or proprietary know-how could have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

28. Our profitability may be adversely affected if we cannot continue to use, license or enforce the technology and other intellectual property rights on which our business depend.

Our intellectual property and technology offerings are important to our businesses. We rely upon intellectual property laws, including patents, trademark and trade secret laws, as well as confidentiality procedures and contractual provisions included in agreements with our employees, clients, suppliers and other parties, to establish and maintain intellectual property rights in the technology and services we sell, provide or otherwise use in our operations. However, any of our technology and intellectual property rights or technology and intellectual property licensed to us could be challenged, invalidated or circumvented, or such technology intellectual property rights may not be sufficient to permit us to take advantage of current market trends or otherwise to provide competitive advantages. The laws of India do not protect proprietary rights to the same extent as those of more developed countries. Enforcement of such laws in India may be weak and resolution of intellectual property disputes may be time consuming and ineffective.

Further, under the governing documents or agreements with some of our joint venture partners, any intellectual property rights upon any products or processes developed by the joint venture will vest with the relevant joint venture. Accordingly, in the event that a joint venture is not successful, we would not retain any intellectual property over products or processes developed by the joint venture. We also face the risk of discontinuity of our business lines operated through our joint ventures in the event that such joint venture is not successful.

Unauthorized parties may infringe upon or misappropriate our products, services or proprietary information. The misappropriation or duplication of our intellectual property could disrupt our ongoing business, distract our management and employees, reduce our revenue and increase our expenses. We may need to litigate to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could be expensive and divert our attention and resources from operating the Company. Because of the rapid pace of technological change in our industry, our technology and service offerings rely on key technologies developed by us or licensed from third parties. We may not be able to develop or continue to avail of licenses and technologies from these third parties at all or on reasonable terms, or such third parties may demand cross-licenses to our intellectual property.

29. Proprietary rights of our clients or our third party technology partners may be misappropriated by our employees in violation of applicable confidentiality agreements.

We require our employees to enter into non-disclosure arrangements to limit access to and distribution of our third party technology partners' or our clients' intellectual property and other confidential information as well as our own. In addition, we provide restricted access of employees to proprietary technology and client data. However, we can give no assurance that the steps taken by us in this regard will be adequate to enforce our or any third party technology partners' or our clients' intellectual property rights. If any or our or any third party technology partner's or our clients' proprietary rights are misappropriated by our employees, in violation of any applicable confidentiality agreements or otherwise, we may lose any technological advantage that is important for our business and the third party technology partner or our clients may consider that we are liable for that act and seek damages and compensation from the us in respect of it. This could have an adverse effect on our business, financial condition and results of operations and damage our reputation.

30. We may be subject to third party claims of intellectual property infringement which may result in additional expenses being incurred by us.

Although there are currently no material pending or threatened intellectual property claims against us, infringement claims may be asserted against us in the future. Our contracts generally contain broad indemnity clauses, and under most of these contracts, we are required to provide a specific indemnity relating to third party intellectual property rights infringement. If we were to become liable to third parties for infringing their intellectual property rights, we could be required to pay substantial damages and be forced to develop non-infringing technology, obtain a license or cease licensing technology that contain the infringing technology. We may be unable to develop non-infringing technology or to obtain a license on commercially favorable or reasonable terms, or at all. We may also be required to change our methodologies so as not to use the infringed intellectual property, which may not be technically or commercially feasible and may cause us to incur expenses and additional resources. Any claims or litigation in this area, could be time consuming and costly and may adversely affect our reputation.

31. Our continued success is dependent upon our ability to hire, retain, and utilize qualified personnel.

The success of our business is dependent upon our ability to hire, retain, and utilize qualified personnel, including engineers, designers, and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. We may be unable to compete with private sector companies for such qualified personnel because of more competitive salaries and benefits packages provided by them.

In addition, as some of our key personnel approach retirement age, we need to have appropriate succession plans in place and to successfully implement such plans. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

32. We maintain a workforce based upon current and anticipated workloads. If we do not receive future contract awards or if these awards are delayed, additional employee cost may be incurred.

Our estimates of future performance depend on, among other matters, whether and when we will receive certain new contract awards, including the extent to which we utilize our workforce. The rate at which we utilize our workforce is impacted by a variety of factors including our ability to manage attrition, our ability to forecast our need for services which allows us to maintain an appropriately sized workforce, our ability to transition employees from completed projects to new projects or between internal business groups, and our need to devote resources to non-chargeable activities such as training or business development. While our estimates are based upon our good faith judgment, these estimates can be unreliable and may frequently change based on newly available information. In the case of large-scale EPC and engineering consultancy projects where timing is often uncertain, it is particularly difficult to predict whether and when we will receive a contract award. The uncertainty of contract award timing can present difficulties in matching our workforce size with our contract needs. If an expected contract award is delayed or not received, we could incur cost resulting from reductions in staff or redundancy of facilities that would have the effect of reducing our profits.

The cost of providing our services, including the extent to which we utilize our workforce, affects our profitability. For example, the uncertainty of contract award timing can present difficulties in matching our workforce size with our contracts. If an expected contract award is delayed or not received, we could incur cost resulting from excess staff, reductions in staff, or redundancy of facilities that could have a material adverse impact on our business, financial conditions, and results of operations.

33. The interests of our Directors in other companies may cause conflicts of interest in the ordinary

course of our business.

Conflicts may arise in the ordinary course of decision-making by the board of directors. Some of our non-executive Directors may also be on the board of directors of certain companies engaged in businesses similar to the business of the Company.

There is no assurance that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future.

34. Some of our Directors and key management personnel hold shares in the Company therefore, they have interests in the Company other than merely reimbursement of expenses incurred by them or normal remuneration or benefits.

Some of our Directors and key management personnel hold shares in the Company. Thus, they have an interest in the Company in their capacity as shareholders, in addition to an interest in receiving a reimbursement of expenses incurred, ordinary remuneration or benefits. For details, see "Capital Structure" on page 78 and "Capital Structure - Shareholding of our Directors"on page 82.

35. Our failure to recover adequately on claims against project owners for payment could have a material adverse effect on us.

We occasionally bring claims against project owners for additional cost exceeding the contract price or for amounts not included in the original contract price. These types of claims occur due to matters such as owner-caused delays or changes from the initial project scope, which result in additional cost, both direct and indirect. Often, these claims can be the subject of lengthy arbitration or litigation proceedings, and it is often difficult to accurately predict when these claims will be fully resolved. When these types of events occur and unresolved claims are pending, we may invest additional working capital in projects to cover cost overruns pending the resolution of the relevant claims. A failure to promptly recover on these types of claims could have a material adverse impact on our liquidity and financial results. For further information, see "Outstanding Litigation and Material Developments" on page 297.

36. Our operations may involve international jurisdictions and locations where there may be security risks, which could result in harm to our employees or unanticipated costs.

Our operations may involve working on projects in jurisdictions and locations where the country or location is subject to political, social or economic risks, or war or civil unrest. For example, on a project in Algeria, the Company has experienced security risks. For further information on our international operations, see "Business – Our Markets – International Operations" on page 133. If we work on a project in a jurisdiction or location that involves security risks, we may incur unforeseen security costs in order to maintain the safety of our personnel. There can however be no assurance that any such measures taken by us will be adequate to ensure the safety of our personnel or subcontractors and other parties involved in the project.

37. If we experience insufficient cash flows to meet required payments on working capital requirements, there may be an adverse effect on our results of operations.

Working capital requirement in our business is relatively low because of the contractually agreed progressive billing and payment schedules based on project milestones. Our working capital requirements may however increase if, in certain contracts, payment terms include reduced advance payments or payment schedules that specify payment towards the end of a project or are less favorable to us. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

It is customary in the industries in which we operate to provide letters of credit, bank guarantees or performance bonds in favor of clients to secure obligations under contracts. If we are unable to provide sufficient collateral to secure the letters of credit, bank guarantees or performance bonds, our ability to enter into new contracts could be limited. Providing security to obtain letters of credit, bank guarantees and performance bonds increases our working capital needs and limits our ability to provide bonds, guarantees, and letters of credit, and to repatriate funds. We may not be able to continue obtaining new letters of credit, bank guarantees, and performance bonds in sufficient quantities to match our business requirements.

38. We could be adversely affected if we fail to keep pace with technical and technological developments.

Our recent experience indicates that clients are increasingly developing larger, more technically complex projects, particularly in the energy industry and infrastructure sector. We are also entering into new markets and expanding into unexplored technologies. To meet our clients' needs, we must continuously update existing, and develop new technology for our engineering and construction services. In addition, rapid and frequent technology and market demand changes can often render existing technologies obsolete, requiring substantial new capital expenditures and/or write downs of assets. Our failure to anticipate or to respond adequately to changing technical, market demands and/or client requirements could adversely affect our business and financial results. In order to further develop and implement these new technologies we may have to invest large amount of capital which may have an adverse impact on our cash position.

39. An inability to manage our growth could disrupt our business and reduce our profitability.

Other than for fiscal 2013, we have experienced growth in the preceding years. We expect our business to grow as a result of our international operations and strategic diversification into other industries and sectors. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

- maintaining high levels of client satisfaction;
- recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- adhering to health, safety and environment and quality and process execution standards that meet client expectations;
- preserving a uniform culture, values and work environment in operations within and outside India; and
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

Any inability to manage our growth may have an adverse effect on our business and results of operations.

40. Misconduct by employees, agents or partners or our failure to comply with laws or regulations could weaken our ability to win contracts, which could result in reduced revenues and profits.

Any misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by our employees, agents or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other foreign corrupt practices, regulations regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, environmental laws, and any other applicable laws or regulations. For example, we regularly provide services that may be highly sensitive or that relate to critical national security matters; if a security breach were to occur, our ability to procure future government contracts could be severely limited. The precautions we take to prevent and detect these activities may not be effective, and we could face unknown risks or losses. Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, loss of security clearance, and suspension or debarment from contracting, which could weaken our ability to win contracts and result in reduced revenues and profits and could have a material adverse impact on our business, financial condition, and results of operations.

41. Our quarterly results may fluctuate significantly, which could have a material negative effect on the price of the Equity Shares.

Our quarterly operating results may fluctuate significantly, because of a number of factors, including:

- Fluctuations in the spending patterns of our government and commercial clients;
- The number and significance of projects executed during a quarter;
- Unanticipated changes in contract performance, particularly with contracts that have funding limits;
- The timing of resolving change orders, requests for equitable adjustments, and other contract adjustments;
- Delays incurred in connection with a project;
- Weather conditions that delay work at project sites;
- The timing of expenses incurred in connection with acquisitions or other corporate initiatives;
- Natural disasters or other crises;
- Staff levels and utilization rates;
- Changes in prices of services offered by our competitors; and
- General economic and political conditions.

These fluctuations could have a material negative effect on the price of our Equity Shares.

42. Our actual results could differ from the estimates and assumptions used to prepare our financial statements.

In preparing our financial statements, our management is required under Indian GAAP to make estimates and assumptions as of the date of the financial statements. These estimates and assumptions affect the reported values of assets, liabilities, revenue, and expenses and disclosure of contingent assets and liabilities. Areas requiring estimates by our management include:

- Recognition of contract revenue, costs, profit or losses in applying the principles of percentage of completion accounting;
- Estimated amounts for expected project losses, warranty costs, contract close-out or other costs;
- Recognition of recoveries under contract claims;
- Collectability of billed and unbilled accounts receivable and the need and amount of any allowance for doubtful accounts;
- Accruals for estimated liabilities, including litigation liabilities; and
- The determination of liabilities under post-retirement defined benefit programs.

Our actual business and financial results could differ from our estimates of such results, which could have a material negative impact on our financial condition and results of operations.

43. Our use of the percentage-of-completion method of accounting could result in a reduction or reversal of previously recorded revenue or profits.

Under our accounting procedures, we measure and recognize a large portion of our profits and revenue under the percentage-of-completion accounting methodology. This methodology allows us to recognize revenue and profits ratably over the life of a contract by comparing the amount of the cost incurred to date against the total amount of cost expected to be incurred. The effect of revisions to revenue and estimated cost is recorded when the amounts are known and can be reasonably estimated, and these revisions can occur at any time and could be material. On a historical basis, we believe that we have made reasonably reliable estimates of the progress towards completion on our long-term contracts. Given the uncertainties associated with these types of contracts, it is possible for actual cost to vary from estimates previously made, which may result in reductions or reversals of previously recorded revenue and profits.

44. Our IT systems may be vulnerable to security breaches, piracy and hacking leading to disruption in services to our customers.

Our IT systems may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our services to our customers. Moreover, we may not operate an adequate disaster recovery system. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our services, which could result in lost revenue and dissatisfied customers. Breaches of our IT systems, including through piracy or hacking may result in unauthorized access to our content. Such breaches of our IT systems may require us to incur further expenditure to put in place more advanced security systems to prevent any unauthorized access to our networks. This may have a material adverse effect on our earnings and financial condition.

45. Major fraud, lapses of control, system failures or calamities could adversely impact our business.

We are vulnerable to risks arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and data interception during transmission through external communication channels and networks. Failure to detect fraud or breaches in security may adversely affect our operations. Our reputation also could be adversely affected by major fraud committed by our employees, agents, clients or third parties.

46. Cost relating to safety and environmental matters, including compliance with environmental laws, could result in material costs for the Company

Our projects are subject to extensive government and environmental laws and regulations both in India and abroad which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business. These laws and regulations include the Environmental Protection Act 1986, the Air (Prevention and Control of Pollution) Act 1981, the Water (Prevention and Control of Pollution) Act, 1974 and other regulations promulgated by the Ministry of Environment and the Pollution Control Boards of the relevant states in India. In addition, some of our operations are subject to risks involving personal injury, loss of life, environmental damage and severe damage to property.

Environmental regulations of industrial activities in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental, or pollution regulations, we may be required to incur significant amounts on, among other things, environmental monitoring and pollution control equipment. We may also be required to bear additional expenditure for establishment of additional infrastructure, such as laboratory facilities for monitoring pollution impact. In addition, failure to comply with environmental laws may result in the assessment of penalties and fines against us by regulatory authorities. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, the costs of which could be material.

Such laws, regulations and policies are reviewed periodically and any changes could affect us in substantial and unpredictable ways. Such changes could, for example, relax or repeal laws and regulations relating to the environment, which could result in a decline in the demand for our services and, in turn, could negatively impact our revenue. Our failure to comply with such laws or regulations, whether actual or alleged, could expose us to fines, penalties or potential litigation liabilities, including costs, settlements and judgments, any of which could adversely affect our business, financial condition and results of operations.

47. The success of our joint ventures depends on the satisfactory performance by our joint venture partners of their obligations under the joint venture agreements. The failure of our joint venture partners to perform their joint venture obligations could impose on us additional financial and performance obligations that could result in reduced profits or, in some cases, unforeseen losses for us with respect to the joint venture.

We have entered into joint ventures as part of our engineering, procurement and construction businesses, including project-specific joint ventures, where control may be shared with unaffiliated third parties. We currently have two incorporated joint venture companies, TEIL Projects Limited and JabalEILIOT Company Limited.

In addition, in connection with the bidding process for certain larger or more technically complex projects, we may enter into single-project joint ventures or alliances with other engineering and construction or technology companies to share risks and combine financial, technical and other resources.

Differences in opinions or views between joint venture partners can result in delayed decision-making or failure to agree on material issues which could adversely affect the business and operations of the joint venture or even the termination of the joint venture. From time to time in order to establish or preserve a relationship, or to better ensure venture success, we may accept risks or responsibilities for the joint venture which are not necessarily proportionate with the reward we expect to receive. The success of these and other joint ventures also depends, in large part, on the satisfactory performance by our joint venture partners of their joint venture obligations, including their obligation to commit working capital, equity or credit support as required by the joint venture and to support their indemnification and other contractual obligations. If our joint venture partners fail to satisfactorily perform their joint venture obligations as a result of financial or other difficulties, the joint venture may be unable to adequately perform or deliver its contracted services. Under these circumstances, we may be required to make additional investments and provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profits or, in some cases, increased liabilities or significant losses for us with respect to the joint venture. In addition, a failure by a joint venture partner to comply with applicable laws, rules or regulations could negatively impact our business and, in the case of government contracts, could result in fines, penalties, suspension or even debarment from any further business being conducted with those government entities.

48. If we are unable to form a consortium, our ability to compete for and win certain contracts may be negatively impacted.

In both the private and public sectors, either acting as a prime contractor, a subcontractor or as a member of team, we may join with other firms to form a consortium to compete for a single contract. These consortium arrangements can be very important to the success of a particular contract bid process or proposal because a team can offer better synergies with their combined qualifications relative to a firm acting on its own. The failure to maintain such relationships in certain markets, may impact our ability to win contracts.

49. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures

We have paid dividends in the past. However, our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for our business, financial condition and results of operations.

50. Our results of operations could be adversely affected by any disputes with our employees.

As of September 30, 2013, we have a professional and qualified employee base with over 3,300 permanent employees which includes more than 2,890 employees with technical and professional qualifications. The number of contract laborers vary from time to time based on the nature and extent of work contracted to independent contractors. We enter into contracts with independent contractors to complete specified assignments. As of September 30, 2013, approximately 3.48% of our full-time employees was located outside India. During the fiscal 2013, our employee attrition rate was 3.11 % and in the six months ended September 30, 2013 attrition rate was 2.11% of the total employee base.

While we believe that we maintain good relationships with our employees and contract labor, there had been a strike in the past by Engineers India Officers' Association in 2009 and there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations. There are pending litigations against the Company in relation to illegal termination of employment of workers by the Company. Also there are some ongoing disputes with some employees of the Company. For further details on these proceedings, see "Outstanding Litigation and Material Developments" on page 297. All contract laborers engaged at our project sites are assured minimum wages that are fixed by local government authorities. Any upward revision of wages required by such governments to be paid to such contract laborers, or offer of permanent employment or the unavailability of the required number of contract laborers, may adversely affect our business and results of our operations.

51. ***If we experience delays and/or defaults in client payments, it may adversely affect our results of operation or liquidity.***

Because of the nature of our contracts, we sometimes commit resources to projects prior to receiving payments from the client in amounts sufficient to cover expenditures as they are incurred. In difficult economic times, some of our clients may find it increasingly difficult to pay invoices for our services timely, increasing the risk that our accounts receivables could become uncollectible and ultimately be written off. Delays in client payments may require us to make a working capital investment, which could impact our cash flows and liquidity. If a client fails to pay invoices on a timely basis or defaults in making its payments on a project in which we have devoted resources, there could be a material adverse effect on our results of operations or liquidity.

52. ***Any significant future indebtedness and any conditions and restrictions imposed by such financing agreements could restrict our ability to conduct our business and operations in the manner we desire.***

Although as of September 30, 2013, we had no outstanding indebtedness, we may incur debt in the future. Any significant indebtedness in the future could have important consequences on our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements. In addition, fluctuations in market interest rates may affect the cost of our borrowings. Any conditions and restrictions imposed by such financing agreements could restrict our ability to conduct our business and operations in the manner we desire. In addition, failure to meet any conditions or obtain consents required under such financing arrangements could have adverse consequences on our business and operations.

53. ***We have certain contingent liabilities which may adversely affect our financial condition***

As of September 30, 2013, we had certain contingent liabilities not provided for, including commercial claims amounting to ₹ 474.05 million and capital commitments not provided for, at an estimated ₹ 746.22 million. The contingent liability amounts recorded in our audited consolidated financial statements represent estimates and assumptions of our management based on advice received. In the event that any of these contingent liabilities materialize, our financial condition may be adversely affected. For further information, please refer to "Management's Discussion and Analysis of Operations" on page 265.

54. ***Some of our subsidiaries and joint ventures have incurred losses in the past and it may not be possible to predict if they would return to profitability. In particular, in the last three years ended December 31, our subsidiary EIL Asia Pacific Sdn Bhd incurred losses.***

Some of our subsidiaries and joint ventures have incurred losses in the past. In the last three financial years ended December 31, 2010, 2011 and 2012, our subsidiary EIL Asia Pacific Sdn Bhd incurred losses (after tax) of RM 23,199, RM 11,874 and RM 12,437, respectively. The return to profitability of such subsidiaries and joint ventures depend upon our ability, amongst other things, to offer cost and competitive advantages to our clients and our ability to fully utilize these partnerships to enhance our business operations in those sectors and regions. We cannot assure that in future the business of our subsidiaries and joint ventures will grow or will be in line with those estimated or historically achieved or that there has not been any material adverse change in their financial condition or results of operations. Any such material adverse change in the results could have a negative impact on the price of our Equity Shares. For further information, see "Business" on page 113.

55. ***We have entered into, and will continue to enter into, related party transactions which may involve conflicts of interests which may be detrimental to the Company.***

We have entered into transactions with several related parties. Please see Annexure XVI and Annexure XVI of the restated consolidated and standalone financial statements on pages 207 and 253. These transactions may involve conflicts of interests which may be detrimental to the Company. We cannot assure you that such transactions could have been made on more favourable terms with unrelated parties.

Our business may be affected if we fail address this deficiency.

56. Our reliance on EPC projects for a substantial part of our revenues may adversely affect our financial condition.

In the past a substantial part of our revenues were derived out of EPC projects. As a result of the slowdown of the global and Indian economy there has been a substantial slowdown in the number of EPC projects being announced or awarded. It may not be possible to predict whether we would experience the same levels of activity in the EPC segment in the future as we have experienced in the past. For further information, see "Management's Discussion and Analysis of Operations" on page 265.

57. The Company will continue to be controlled by the GoI following this Offer, and other shareholders may not be able to affect the outcome of the shareholder's voting. Additionally the proceeds from the Offer will be available to the Selling Shareholder only.

Subject to the CPSE ETF, post-Offer, the GoI will own 237,206,880 Equity Shares, or 70.40% of the Company's paid up capital. Consequently, the GoI will continue to control the Company and will have the power to elect and remove the Directors and therefore determine the outcome of most proposals for corporate action requiring approval of the Board or the shareholders, including with respect to the payment of dividends. For further details, please see "Capital Structure – Details of Equity Shares locked in for one year" on page 81. Under the Articles of Association, the GoI may issue directives with respect to the conduct of the Company's business or its affairs or impose other restrictions. For further information on the Articles of Association, see "Main Provisions of the Articles of Association" on page 386. The GoI could require the Company to take actions designed to serve the public interest in India and not necessarily to maximize profits. In addition, as a result of its ownership by the GoI, the Company is required to adhere to certain restrictions with respect to the types of investments it may make using its cash balances, which effectively restrict it from entering into certain investments providing a higher rate of return. The GoI will retain control over the decisions requiring adoption by the shareholders acting by a simple majority. The interests of the GoI with respect to such matters and the factors that it will take into account when exercising its voting rights may not be consistent with those of the Company's other shareholders, including investors that purchase the Equity Shares in the Offer. In addition, many of the companies with whom the Company does business are also controlled by the GoI. As a result, GoI may take actions with respect to our business and the businesses of our peers and competitors that may not be in our or our other shareholders' best interests.

Further, as the Offer is by way of an offer for sale of Equity Shares by the Selling Shareholder, the proceeds from the Offer will be remitted to the Selling Shareholder and the Company will not benefit from such proceeds of the the Offer.

58. The price of the Equity Shares may fluctuate considerably.

The Offer Price will be determined by the Selling Shareholder and the Company in consultation with the BRLMs. The market price of the Equity Shares could be subject to significant price and volume fluctuations that may be unrelated to our operating performance. The market price of the Equity Shares may fluctuate considerably in response to a number of factors, many of which are beyond our control, including but not limited to, variations in operating results in our reporting periods, changes in financial estimates by securities analysts, fluctuations in commodity prices, changes in market valuation of similar companies, announcements by us of key contracts, acquisitions, strategic alliances, joint ventures or capital commitments, loss of a major client, additions or departures of key personnel, any shortfall in revenue or net income or any increase in losses from levels expected by securities analysts, future issues or sales of Equity Shares, and stock market price and volume fluctuations. Any of these events could result in a material decline in the price of the Equity Shares.

For further details in relation to our share price see, "Stock Market data for Equity Shares of the Company" on page 295.

59. Future sales of Equity Shares by shareholders, including by the GoI, or any future equity offerings by us may adversely affect the market price of the Equity Shares.

Upon completion of the Offer, subject to the CPSE ETF, the GoI will hold 237,206,880 Equity Shares, or 70.40%, of the Company's fully diluted post-Offer paid up share capital. Pursuant to a meeting of the EGoM on January 10, 2014, it has been decided that upto 10,108,098 Equity Shares held by the Selling Shareholder will be included in the CPSE ETF. For further information, please see "***Capital Structure – Details of Equity Shares locked in for one yea***r" on page 81. The market price of the Equity Shares could be affected by sales of a large number of the Equity Shares by the GoI or other shareholders or by a perception that such sales may occur. In addition, the Company may raise funds through further equity or convertible offerings. As a purchaser of the Equity Shares, you may experience dilution to your shareholding if we conduct future equity or convertible equity offerings. Such dilutions could adversely affect the trading price of the Equity Shares.

60. As a listed company, we are required to release our quarterly results for every financial year. We cannot assure you that such results will be in line with estimates or that there will not be an adverse change in our financial condition or results of operations.

Pursuant to our Equity Listing Agreement requirements, we are required to announce our results as of and for the three month periods ending on June 30, September 30, December 31, and March 31 of each financial year within 45 days of the period end. As of the date of the Prospectus, we cannot assure you that such results will be in line with those estimated or historically achieved or that there will not be any material adverse change in our financial condition or results of operations. Any such material adverse change in the results could have a negative impact on the price of our Equity Shares.

61. We could be adversely impacted if we fail to comply with domestic and international export laws.

Our operations require importing and exporting services, goods and technology across international borders on a regular basis as part of our business requirements. To the extent we export technical services and data outside India we are subject to Indian and international laws, covenants, treaties and regulations governing international trade and exports. From time to time, we may identify certain inadvertent or potential export or related violations. These violations may include, for example, transfers without required governmental authorization. A failure to comply with these laws and regulations could result in civil or criminal sanctions, including the imposition of fines, the denial of export privileges and suspension or debarment from participation in government contracts. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

62. Foreign exchange risks may affect our ability to realize a profit from certain projects.

We may enter into contracts outside India that subject us to currency risk exposure, particularly because revenues from these contracts may be denominated in a currency different than the principal costs, which are incurred principally in Indian Rupees. In fiscal 2013 approximately 6.2% of our total income from services was denominated in foreign currencies. We may not enter into derivative instruments or hedging arrangements against foreign currency fluctuations. In the event of significant fluctuations between these foreign currencies and the Indian Rupee, our foreign currency risk exposure could limit our ability to realize profits from some of our international contracts.

EXTERNAL RISK FACTORS

Risks Relating to our Industry

63. Demand for our services depends primarily on the activity and expenditure levels in the energy industry, power, mining and metallurgy industry, the infrastructure sector as well as the other industries we serve.

Demand for our engineering and construction services for petroleum refineries, petrochemicals projects, pipelines, offshore and onshore oil and gas projects and storage tanks and terminals is particularly sensitive to the level of development, production, exploration and transportation activity of, and the corresponding capital spending by, energy companies. Income derived from the energy industry accounted for the substantial majority of our income in the last three fiscal years. We expect that the energy industry will continue to account for a majority of our revenues and profits in the future. Capital expenditure in the energy industry is influenced by, among other factors, the rate of discovery and development of new oil and gas reserves; global demand for oil and gas and derivative products; increasing focus on alternative sources of energy, particularly renewable and sustainable forms of energy; local and international political and economic conditions, including the ability of OPEC countries to set and maintain production levels and prices for oil and gas; level of production by non-OPEC countries; exploration, extraction, production and transportation costs; the sale and expiration dates of leases and concessions granted for exploration activities; governmental regulations and policies relating to the exploration for and production and development of their oil and natural gas reserves; global weather conditions; and trends in environmental legislation.

Oil and gas prices are subject to significant fluctuations in response to relatively minor changes in the supply of and demand for oil and gas, market uncertainty and a variety of other factors that are beyond our control. Sustained volatility of oil and gas prices can also cause capital expenditures to be postponed or cancelled. Historically, the markets for oil and gas have been volatile and are likely to continue to be volatile in the future.

Sales prices and volumes in the mining and metallurgical industry depend primarily on the prevailing and expected level of demand for the relevant mineral in the end product industry, and are typically cyclical. A number of factors, the most significant of which is the prevailing level of worldwide demand for steel, aluminum and other metallic end products, influence such industries. During periods of sluggish or declining regional or world economic growth, demand for these end products generally decreases, which usually leads to corresponding reductions in demand for the relevant mineral. The global market fluctuations and economic downturn which commenced towards the end of 2008 and which still continues in the Eurozone area has adversely affected the manufacturing industry, and consequently reduced the demand and prices for minerals and metals used in such industries. The prices of minerals and other raw materials are influenced by many factors, including demand, worldwide production capacity, capacity-utilisation rates, exchange rates, trade barriers and improvements in end-use industries. Accordingly, any significant decrease in demand for metal and mineral products or decline in the price of these products could result in reduced revenues, thereby materially and adversely affecting our business, financial condition, results of operations and prospects.

Demand for our services in the power sector including nuclear and solar power as well in the infrastructure sector including for waste and water management and city gas distribution is primarily dependent on sustained economic development in the regions that we operate and government policies relating to power and infrastructure development. It is also significantly dependent on budgetary allocations made by governments for these sectors as well as funding provided by international and multilateral development finance institutions for power and infrastructure projects. Investment by the private sector in power and infrastructure projects is dependent on the potential returns from such projects and is therefore linked to government policies relating to private sector participation and sharing of risks and returns from such projects.

The gas based fertilizer sector in which we are focusing for our growth is dependent upon amongst others, on government policies relating to production of fertilizers, the supply and price levels of gas, incentives provided to fertilizer manufacturers and the general demand for gas based fertilizer products.

Our success in the coal to liquid sector is dependent upon amongst others, on the fluctuation in the oil and coal prices. In event the prices of oil reduce then the incentive to use coal to liquid as an alternative to oil reduces, similarly, if there is rise in price of coal then it may become less viable to invest or carry out operations in this sector.

A reduction of capital investment in the energy industry, the mining and metallurgical sector, the infrastructure sector or other industries that we serve due to any of these factors or for any other reason could have a material adverse effect on our results of operations and financial condition.

64. Our vulnerability to the cyclical nature of certain markets we serve is exacerbated during economic downturns.

The demand for our services and products is dependent upon the existence of projects with engineering, procurement, construction and management needs. If the global economy remains relatively weak and/or if client spending continues to decline, then our overall revenue and profitability could be harmed. Moreover, given the nature of the markets we serve, the recovery in our business has traditionally lagged behind recoveries in the overall economy and therefore may not recover as quickly as other businesses. Although economic downturns can impact our entire business, our commodity-based segments tend to be more cyclical in nature, and our commodity-based business lines, such as our oil and gas business, can be affected by a decrease in worldwide demand for these projects. Industries such as these and many of the others we serve have historically been and will continue to be vulnerable to economic downturns. As a result, our past results have varied considerably and may continue to vary depending upon the demand for future projects in these industries, especially during periods of economic uncertainty.

65. Sustained high equipment or materials costs may adversely affect our results of operations.

Materials costs constitute a significant part of our operating expenses. EPC contracts involve various bulk construction materials including steel, cement, bitumen and welding electrodes. For EPC contracts, we are also required to procure various equipment including process equipment, mechanical equipment, vessels, machinery, piping materials and electrical and instrumentation components. Our ability to pass on increases in equipment and materials costs may be limited under fixed-price turnkey contracts with limited price variation provisions. Unanticipated increases in equipment or materials costs not taken into account in our bid may adversely affect our results of operations.

66. Fluctuations in commodity prices may affect our clients' investment decisions and therefore subject us to risks of cancellation, delays in existing work, or changes in the timing and funding of new awards.

Commodity prices can affect our clients in a number of ways. For example, for those customers that produce commodity products such as oil, gas, aluminum, or fertilizers, fluctuations in price can have a direct effect on their profitability and cash flow and, therefore, their willingness to continue to invest or make new capital investments. To the extent our customers defer new investments or cancel or delay existing projects, the demand for our services decreases, which may have a material adverse impact on our business, financial condition, and results of operations.

Commodity prices can also strongly affect the costs of projects. Rising commodity prices can negatively impact the potential returns on investments that are planned, as well as those in progress, and result in customers deferring new investments or canceling or delaying existing projects. Cancellations and delays have affected our past results and may continue to do so in significant and unpredictable ways and could have a material adverse impact on our business, financial condition, and results of operations.

67. We are subject to stringent labor laws and trade union activity. Any noncompliance with the labour laws could result in a variety of penalties being imposed including monetary damages and criminal and civil penalties. In addition, any or all of our government contracts could be terminated and we could be suspended or debarred from all government contract work.

India has stringent labor laws that protect the interests of workers, including legislation that sets forth detailed procedures for employee removal and dispute resolution and imposes financial obligations on employers upon employee layoffs. This makes it difficult for us to maintain flexible human resource policies, discharge employees or downsize, which may adversely affect our business and profitability. Our employees are represented by one employee association. We have in the past suffered disruptions in our operations due to strikes and lockouts by our employees, most recently in 2009. For further information of strikes and lock outs, please see "History and Certain Corporate Matters" on page 150. We cannot assure you that such disruptions will not occur in the future.

68. Our business is subject to a number of tax regimes and changes in the legislation governing the rules implementing them or the regulator enforcing them in any one of these countries could negatively and adversely affect our results of operations.

Our operations are spread across India, as well as various jurisdictions across the Middle East, North Africa, and South East Asia. Consequently, we are subject to the jurisdiction of a number of tax authorities and regimes. The revenues recorded and income earned in these various jurisdictions are taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of our tax liabilities involves the interpretation of local tax laws, tax treaties and related authorities in each jurisdiction as well as the use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax law and currency/repatriation controls, could impact the determination of our tax liabilities for any given tax year.

Foreign income tax returns of foreign subsidiaries, foreign joint ventures, unconsolidated affiliates and related entities are routinely examined by foreign tax authorities. These tax examinations may result in assessments of additional taxes or penalties or both.

Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

69. Our operations are sensitive to weather conditions.

We have business activities that could be materially and adversely affected by severe weather, which are unpredictable in nature. Repercussions of severe weather conditions may require us to curtail services, result in the suspension of operations, damage our facilities, prevent us from delivering materials to our jobsites in accordance with contract schedules or generally reduce our productivity.

Our operations are also adversely affected by difficult working conditions and extremely high temperatures during summer months and during monsoon which restrict our ability to carry on construction activities and fully utilize our resources. Since we record revenues from certain projects using the percentage of completion method, during periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses on these projects, but our revenues from operations may be delayed or reduced. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

70. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India and the Indian economy contained in the Red Herring Prospectus.

While facts and other statistics in the Red Herring Prospectus relating to India and the Indian economy have been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such sources of materials. While our Directors have taken reasonable care in the reproduction of such information, they have not been prepared or independently verified by us, the BRLMs, the Syndicate Member or any of our or their respective affiliates or advisers and, therefore we make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside India. These facts and other statistics include the facts and statistics included in the sections titled “Industry Overview”, “Business”, “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 95, 113, 18 and 265. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be elsewhere.

71. There has been press coverage about this Offer. You should read the Red Herring Prospectus carefully and we caution you not to place any reliance on any information contained in press articles, including, in particular, any financial projections, valuations or other forward-looking information.

There has been press coverage about us and this Offer, primarily in India, that included certain projections, valuations and other forward-looking information. We wish to emphasise to potential investors that we do not accept any responsibility for the accuracy or completeness of such press articles and that such press articles were not prepared or approved by us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations or other forward-looking information, or of any assumptions underlying such projections, valuations or other forward-looking information, included in or referred to by the media. Any such statements may be inconsistent with, or conflict with, the information contained in the Red Herring Prospectus. Accordingly, you should only make your decision as to whether to purchase our Equity Shares by relying only on the financial, operational and other information contained in the Red Herring Prospectus.

72. ***The effect of the Indian Companies Act, 2013 on the business of the Company cannot be predicted.***

Pursuant to a notification dated 30 August 2013, the Companies Act, 2013 was notified as law. However, certain sections of the Companies Act, 2013 are yet to be notified and brought into effect. The Companies Act, 2013 provides, *inter alia,* for significant changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures and corporate social responsibility. Although certain draft rules have been circulated for public comments, the rules under the Companies Act, 2013 are yet to be prescribed. There is no certainty whether the draft rules will be adopted in their present form or the final rules will contain provisions that increase the compliance costs of the Company. The business and operations of the Company may be adversely affected and subject to regulatory uncertainty once the Companies Act, 2013 and the rules are brought into force. Since all the provisions of the Companies Act, 2013 are yet to come into force, we are unable to ascertain how the new legislation will impact its business.

73. ***There is no guarantee that the Equity Shares will be listed and traded on the BSE and the NSE in a timely manner or at all, and any trading closures at the BSE and the NSE may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, permission for trading of Equity Shares in the Offer will not be granted until after those Equity Shares have been allotted and listing application is filed by the Company with the Stock Exchanges. There could be a failure or delay in receiving the trading approval for the Equity Shares. Any failure or delay in obtaining the trading approval would restrict your ability to dispose of your Equity Shares.

Risks relating to Investment in the Equity Shares

74. ***Any downgrading of India's debt rating by an independent agency may adversely affect the Company's ability to raise financing on terms commercially acceptable to it.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise financing, and the interest rates and other commercial terms at which such financing is available. This could have a material adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures, and the price of the Equity Shares.

75. ***There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

The Company is subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges may change such limits without the Company's knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at a particular point in time.

76. ***Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.***

The Indian securities markets are smaller than securities markets in certain other economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasions between listed companies and the Indian stock exchanges, and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected.

77. Financial instability in other countries, particularly emerging market countries, could disrupt our business and affect the price of our Equity Shares.

Although economic conditions are different in each country, investors' reactions to developments in one country may have an adverse effect on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

78. There may be less company information available regarding Indian securities markets compared to information available regarding securities markets in developed countries.

The level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants and markets is not as transparent in India as it is in some other developed economies, although SEBI and the Indian Stock Exchanges are responsible for improving disclosure and other regulatory standards for the Indian securities markets. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in other more developed economies.

79. Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.

The Companies Act, the Companies Act, 2013 and related regulations, the Articles of Association and our listing agreements with the Stock Exchanges govern the corporate affairs of the Company. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

80. Our Equity Shares are quoted in Indian rupees in India and investors may be subject to potential losses arising out of exchange rate risk on the Indian rupee and risks associated with the conversion of Indian rupee proceeds into foreign currency.

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian rupees. In addition, investors that seek to sell Equity Shares will have to obtain approval from RBI, unless the sale is made on a stock exchange or in connection with an offer made under regulations regarding takeovers. The volatility of the Indian rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian rupees to purchase our Equity Shares to currency fluctuation risks.

81. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an

Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

82. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of the SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

Risks Relating to Investments in India and Global Economic Conditions

83. Global economic conditions have been unprecedented and challenging and have had, and continue to have, an adverse effect on the global and Indian financial markets and the world and Indian economies in general, which has had, and may continue to have, a material adverse effect on the Company's business and financial performance, and may have an impact on the price of our Equity Shares.

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions with an economic recession in some major economies continuing into 2013. Continued concerns about the systemic impact of potential long-term and wide-spread economic recession, energy costs, geopolitical issues, the availability and cost of credit, and the global housing and mortgage markets have contributed to increased market volatility and diminished expectations for western and emerging economies. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels.

As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. These factors have led to a decrease in spending by businesses and consumers alike and corresponding decreases in global infrastructure spending and commodity prices. Turbulence in the international markets and economies and prolonged declines in business consumer spending may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our customers, including the Company's ability to access the capital markets to meet liquidity needs. The level of instability and volatility in markets in the global economy and financial markets have, in turn, affected the economy of India. In particular, the performance and growth of our business are necessarily dependent on the health of the overall Indian economy and any downturn in the rate of economic growth in India, whether due to political instability, tighter monetary and fiscal policy, investment bottlenecks such as environmental clearance, land acquisition issues and government policies or lack thereof, regional conflicts, economic slowdown elsewhere in the world or otherwise, have a material adverse effect on demand for our products and services. The market and economic conditions have had, and continue to have, an adverse effect on the global and Indian financial markets and the global and Indian economy in general, which has had, and may continue to have, a material adverse effect on our business and financial performance, and may have an impact on the price of the Equity Shares. Further any future slowdown or adverse impact in the global markets which will affect the Indian financial markets and the Indian economy in general, could also result in a material adverse effect on our business, our financial performance and the prices of our Equity Shares.

84. A substantial portion of the Company's assets and operations are located in India and it is subject to regulatory, economic, social and political uncertainties in India.

A substantial portion of the Company's assets and employees are located in India, and it intends to continue to develop and expand our facilities in India. Consequently, our financial performance will be affected by changes in exchange rates and controls, interest rates, changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India.

The GoI has exercised and continues to exercise significant influence over many aspects of the Indian economy. Since 1991, successive Indian governments have pursued policies of economic liberalisation, including by relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained important, and the Company cannot assure you that such liberalisation policies will continue. The present government, formed in May 2009, has announced policies and taken initiatives that support the continued economic liberalisation policies that have been pursued by previous governments for more than a decade, although there can be no assurance that such policies will continue. The rate of economic liberalisation could change, and specific laws and policies affecting engineering construction companies, foreign investments, currency exchange rates and other matters affecting investment in India could change as well. A significant change in India’s policy of economic liberalisation and deregulation could adversely affect business and economic conditions in India generally and could adversely affect the Company's business, in particular, if new restrictions are introduced or if existing restrictions are increased.

85. Terrorist attacks and other acts of violence involving India or other neighbouring countries could adversely affect the Company's operations directly, or may result in a more general loss of customer confidence and reduced investment in these countries that reduces the demand for the Company's products, which would have a material adverse effect on our business, results of operations, financial condition and cash flows.

Terrorist attacks and other acts of violence or war involving India or other neighboring countries may adversely affect the Indian markets and the worldwide financial markets. In recent years, there have been incidents in and near India such as the July 2011 and the August 2012 series of coordinated bombing attacks in Mumbai and Pune respectively, November 2008 terrorist attacks in Mumbai, the July 2006 bombings of suburban trains in Mumbai, other terrorist attacks in Mumbai, Delhi and other parts of India, a terrorist attack on the Indian Parliament, troop mobilizations and military confrontations in Kashmir and along the India/Pakistan border and an aggravated geopolitical situation in the region. In addition, South Asia more generally has experienced instances of civil unrest and hostilities among neighboring countries from time to time. The occurrence of any of these events may result in a loss of business confidence, which could potentially lead to economic recession and generally have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, any deterioration in international relations may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. If India were to become engaged in armed hostilities, particularly hostilities that were protracted or involved the threat or use of nuclear weapons, the Company might not be able to continue its operations. Military activity or terrorist or rebel group attacks in the future could adversely affect the Indian economy by disrupting communications and making travel more difficult or by disrupting the Company's operations directly, including through disruptions to the transportation lines over which the Company transports its goods, such as domestic railway lines. In particular, certain of our projects may be located in geographically remote areas that may be more prone to vandalism or other attacks by representatives of rebel forces or other political groups. Moreover, the Company's officers and employees may be held hostage by terrorists against the payment of ransom. Any of these conditions could have an adverse effect on our business, financial condition and results of operations.

86. If natural disasters or environmental conditions in India, including fire, floods and earthquakes, affect the Company's projects, our revenues could decline.

Natural calamities such as floods, fire, rains, heavy downpours and earthquakes could disrupt our projects. Certain regions in India have also experienced floods, earthquakes, tsunamis and droughts in recent years. In December 2004, Southeast Asia, including the eastern coast of India, experienced a massive tsunami and in July 2012, the state of Assam experienced floods, in November 2012, Cyclone Nilam hit the Tamil Nadu coast and the state of Uttrakhand experienced floods in June 2013, all of which caused loss of lives and property damage. Substantially all of our projects and employees are located in India and there can be no assurance that we will not be affected by natural disasters in the future. In addition, if there were a drought or general water shortage in India or any part of India where the Company's operations are located, the GoI or local, state or other authorities may restrict water supplies to the Company and other industrial operations in order to maintain water supplies for drinking and other public necessities, which would cause the Company to reduce or close its operations.

87. If India's inflation worsens or the prices of oil or other raw materials rise, the Company may not be able to pass the resulting increased costs to its customers and this may adversely affect our profitability or cause us to suffer operating losses.

India has recently experienced fluctuating wholesale price inflation, which may adversely impact its economic growth. In addition, international prices of crude oil have recently experienced significant volatility, including a rise to historical highs that increased transportation costs, followed more recently by a significant decline as global economic conditions have deteriorated. Inflation, increased transportation costs and an increase in energy prices generally, which may be caused by a rise in the price of oil, gas or an increase in the price of coal in particular, could cause our costs of production of the Company's products to increase, which would adversely affect our results of operations and financial condition if the Company cannot pass these added costs on to customers.

88. Investors may have difficulty enforcing judgments against us or our management.

The enforcement by investors of civil liabilities, including the ability to effect service of process and to enforce judgments obtained in courts outside of India may be affected adversely by the fact that we are incorporated under the laws of the Republic of India and all of our executive officers and directors reside in India. Nearly all of our assets and the assets of our executive officers and directors are also located in India. As a result, it may be difficult to effect service of process upon us and any of these persons outside of India or to enforce outside of India, judgments obtained against us and these persons in courts outside of India.

Section 44A of the Indian Code of Civil Procedure, 1908, ("**Civil Code**") as amended, provides that where a foreign judgment has been rendered by a court in any country or territory outside India, which the Government has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties. The United Kingdom, Singapore and Hong Kong has been declared by the Government to be a reciprocating territory for the purposes of Section 44A. However, the United States has not been declared by the Government to be a reciprocating territory for the purposes of Section 44A. A judgment of a court in the United States may be enforced in India only by a suit upon the judgment, subject to Section 13 of the Indian Code of Civil Procedure, 1908, and not by proceedings in execution.

The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. Generally, there are considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered.

89. ***Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition. the Company's failure to successfully adopt IFRS could have a material adverse effect on its stock price.***

The Company's financial statements, including the restated consolidated financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

The Institute of Chartered Accountants of India has formulated accounting standards (Ind AS) for the adoption of, and convergence of Indian GAAP with, IFRS which are yet to be implemented. Because there is lack of clarity on the adoption of and convergence with IFRS in terms of Ind AS and its date of implementation and there is not yet a body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting and consequently on the price of the Equity Shares.

Prominent Notes

- Public issue of 33,693,660 Equity Shares for cash at a price of ₹ 150 per Equity Share (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees), aggregating up to ₹ 4,981.34 million* through an Offer for Sale by the Selling Shareholder. This Offer and Net Offer would constitute 10 % and 9.85% of the fully diluted post Offer paid-up Equity share capital of the Company respectively.

  **Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.*

- The net worth of the Company on a standalone basis and consolidated basis as of September 30, 2013 was ₹ 24,787.56 million and ₹ 25,373.36 million, respectively.

- The net asset value per Equity Share was ₹ 73.51 as of September 30, 2013 as per our standalone financial statements and the net asset value per Equity Share was ₹ 75.25 as of September 30, 2013 as per our audited and restated consolidated financial statements.

- Since the price at which the Equity Shares were transferred on June 14, 1967, to the Promoter is not available, the average cost of acquisition per Equity Share by the Promoter cannot be computed.

- There are no financing arrangements pursuant to which our Promoter, Directors or their relatives have financed the purchase of Equity Shares by any other person during the six months preceding the date of filing of the Draft Red Herring Prospectus.

- For information on changes in the Company's name, Registered Office and changes in the object clause of the MOA of the Company, please see "History and Certain Corporate Matters" on page 150.

- Except as disclosed in Annexure XVI and XVI to our restated consolidated and standalone financial statements included in the section titled "Financial Statements" on pages 207 and 253, there have been no transactions between the Company and its Subsidiaries during the last year.

- Any clarification or information relating to this Offer shall be made available by the Book Running Lead Managers and the Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the Book Running Lead Managers and the Syndicate Members for any complaints or comments pertaining to this Offer.

- All grievances relating to the Offer must be addressed to the Registrar to the Offer quoting full details such as name of Bidder, Bid-cum-Application Form number, number of Equity Shares applied for, name and address of the Syndicate Member to whom the Bid was submitted, and cheque or demand draft number and the name of the issuing bank.

- All grievances relating to ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant SCSBs, giving full details such as the name and address of the applicants, number of Equity Shares applied for, Bid Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form has been submitted by the ASBA Bidder.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

Overview of the Indian Economy

With a GDP of US$1.825 trillion (2012 estimated), India is, according to the CIA Factbook, the world's fourth largest economy in Purchasing Power Parity (PPP) terms (the GDP for 2012 in PPP terms is estimated at approximately US$4.761trillion). Per-capita GDP, in turn, is estimated at US$3,900 in 2012 in PPP terms. India is now one of the fastest growing economies in the world. According to the CIA Factbook, India's real GDP growth rate at factor cost was 6.50% in 2012. However, due to India's high population of more than 1.22 billion (July 2013 estimate), the per-capita consumption of most energy related products is extremely low. *(Source: Central Intelligence Agency, World Factbook - India, updated on December 4, 2013)*

Overview of the Engineering and Construction Industry

Engineering and construction activity is integral to the energy industry, infrastructure, and industrial development and involves engineering construction services for pipelines, storage terminals and processing facilities, urban infrastructure, townships, highways, bridges, roads, railroads, ports, airports, and power systems. A significant part of the global engineering and construction activity is concentrated in the oil and gas industry, the power sector and the metals and mining sector and is dominated by a few industry majors.

Indian Oil and Gas Industry

According to BP Statistical Review of World Energy, June, 2013, India in 2012 was the world's fourth largest consumer of energy (563.50 MTOE), behind the United States, China and Russia. Oil's share of the energy mix has remained relatively stable, representing approximately 30.45% of the total primary energy consumption in 2012. Natural gas in the overall energy mix in India in 2012 was approximately 8.71%. (*Source: BP Statistical Review of World Energy 2013, June 2012*)

The present refinery capacity in India is 215 MMTPA. Capacity expansion of existing refineries of 50.60 MMTPA is targeted in the 12th Five Year Plan, while 39.00 MMTPA of green field projects have been identified. *(Source: http://petroleum.nic.in/refinery.pdf)*

Presently, LNG re-gasification capacity in the country is 13.60 MMTPA (10 MMTPA at PLL's terminal at Dahej and 3.60 MMTPA at Shell's terminal at Hazira). Increase in refining capacity and the natural gas infrastucture would require necessary additions in the oil and gas pipeline network in the country. (*Source: GoI, Ministry of Petroleum and Natural Gas, Planning Commission, report of the "Working Group on Petroleum and Natural Gas Sector for the 12th Five Year Plan (2012-2017)" dated November 2011)*

Investment opportunities in the Indian hydrocarbon industry.

The DGH has been instrumental in promoting exploration and sound management of the petroleum and natural gas resources as also non-conventional hydrocarbon energy resources, having regard for the environment, safety, technological and economic aspects through the NELP launched in 1999 and the CBM policy in 2001. The award of 249 Blocks under the nine rounds of NELP and the 33 Blocks awarded under four round of CBM has been up to 31.03.2012 instrumental in not only accelerating the exploration activities, but also in bringing the 'state of the art' technology and a healthy competitive atmosphere in this sector. In addition to the two national oil companies, viz. OIL and ONGC, there are 84 exploration and production players, comprising of 45 operators and 39 non operators, currently working in India.(*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activities India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

India has an estimated sedimentary area of 3.14 million sq km. comprising 26 sedimentary basins, out of which, 1.35 million sq km. area is in deepwater and 1.79 million sq km. area is in on land and shallow offshore. At present 0.93 million sq km. area is held under Petroleum Exploration Licenses ("PEL") in 19 basins by national oil companies viz. ONGC, OIL and Private/Joint Venture companies. Before implementing the NELP in 1999, 11% of Indian sedimentary basins were under exploration, which has now increased significantly. *(Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration* *and production activites India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

New Exploration Licensing Policy:

The NELP was formulated by the GoI, with the Directorate General of Hydrocarbons ("DGH") as a nodal agency, during 1997-98 to provide a level playing field to both public and private sector companies in exploration and production of hydrocarbons. NELP has been conceptualized keeping in mind the immediate need for increasing domestic production.

To attract more investment in oil exploration and production, NELP has steered steadily towards a healthy spirit of competition between national oil companies and private companies. The development of E&P sector has been significantly boosted through this policy of GoI, which brought major liberalization in the sector and opened up E&P for private and foreign investment, where 100% foreign direct investment is allowed.

The GoI has so far completed nine rounds of offer of acreages under NELP where in 360 exploration blocks have been offered and 249 blocks have been awarded till 31.03.2012. Oil and Oil-Equivalent Gas (O+OEG) in place reserve accretion under NELP is approximately 735.7 million metric tonnes.

(*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activites India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

Petrochemicals

Ethylene and propylene being the two major building blocks in the petrochemicals industry, their demand is often reflective of the overall petrochemical market. Projected demand and capacity of ethylene is estimated to increase from 3.785 MMT and 3.867 MMT in 2011-12 to 6.805 MMT and 7.087 MMT respectively in 2016-17. At the same time the demand and capacity of propylene is projected to increase from 3.7 MMT and 4.117 MMT in 2011-12 to 4.823 MMT and 4.987 MMT respectively in 2016-17. *(Source: Planning Commission, Report of the Sub-Group on Petrochemicals for the 12th Five Year Plan dated January 2012) (available at http://planningcommission.gov.in/aboutus/committee/wrkgrp12/wg_petro1603.pdf)*

Fertilizers

Gas based fertilizer plants are planned during the next few years resulting in increase in urea capacity in the country from 24 MMTPA at present to 32 MMTPA by 2016-17. *(Report of the working group on fertilizer industry for the 12th plan 2012-12 to 2016-17 available at http://planningcommission.gov.in/aboutus/committee/wrkgrp12/wg_fert0203.pdf)*

Mining and Metallurgy Sector

India has globally significant mineral resources: according to the Ministry of Mines 2012-13 Annual Report, India's contribution in 2010-11 in world's production of coal, bauxite and iron ore account for 8.0%, 5.8% and 8.0% of the world's total resources, and its coal, bauxite, iron, baryte, chromium, limestone and manganese deposits are among the 10 largest in the world by country. In terms of production, during 2010-11 India was among the leading producers in the world of mica, barite, chromium and talc, bauxite and coal, iron ore and kyanite, manganese ore and steel, zinc, and aluminum. India continued to be wholly or largely self-sufficient in minerals which constitute primary mineral raw materials to industries, such as, thermal power generation, iron & steel, ferro-alloys, aluminum, cement, various types of refractories, china clay-based ceramics, glass, chemicals like caustic soda, soda ash, calcium carbide, titania white pigment, etc. India is, by and large, self-sufficient in coal (with the exception of very low ash coking coal required by the steel plants) and lignite among mineral fuels; bauxite, chromite, iron and manganese ores, ilmenite and rutile among metallic minerals; and almost all the industrial minerals with the exception of chroysotile asbestos, borax, fluorite, kyanite, potash, rock phosphate and elemental sulphur.(*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf)*

The National Mineral Policy-2008 reflects the seriousness and the concern of the GoI for the development of the mineral sector. It has been revised to attune it to the current realities in world economy, barriers to international trade and dismantled investment flows. To keep pace with new mineral policy, acts and rules are being evolved in order to adapt to international best practices.(*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf)*

The total value of mineral production (excluding atomic minerals) during 2012-13 has been estimated at ₹ 2,346.1266 billion. *(Source: Ministry of Mines Annual Report 2013-2013)*

Indian Construction Industry

The Indian construction industry sector is witnessing high growth spurred by the large spends on ongoing infrastructure development projects. The nodal agencies for sectors intrinsic to the Indian construction industry and the GoI have ambitious infrastructure development plans. Indian engineering and construction companies have recorded high growth rates in recent years from significant activity in the power sector, transportation, petroleum and urban infrastructure. In recent years, GoI's focus and sustained increased budgetary allocation and increased funding by international and multilateral development finance institutions for infrastructure development in India has resulted in or is expected to result in several large infrastructure projects in this region. According to the Planning Commission's report, the 12th Five Year Plan envisages a total investment of US$ one trillion in the infrastructure sector to bridge the infrastructure deficit and sustain the desired growth momentum. (*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II)*

Relevant Infrastructure Sectors in India

The GoI's focus and sustained increased budgetary allocation and increased funding by international and multilateral development finance institutions for infrastructure development in India has resulted in or is expected to result in several large infrastructure projects in this region. GoI has developed various alternate sources of fund raising for infrastructure projects, which is being used to fund the road projects such as the Golden Quadrilateral and the North-South-East-West corridors. GoI is actively engaged in raising funds from multi-lateral financial development institutions such as the World Bank, IFC and Asian Development Bank, to promote various projects in India. There are also various initiatives being taken to encourage private sector participation, such as tax breaks for investments in infrastructure. It has also devised return schemes attractive to private participants, such as annuity payments and capital gains tax incentives in road projects. (*Source: FICCI and E&Y report titled "Accelerating PPP in India")* (*Available at http://www.ey.com/Publication/vwLUAssets/Accelerating_PPP_in_India/$FILE/Accelerating%20PPP%20in%20India%20-%20FINAL (Secured).pdf)*

Power Sector in India

According to the Integrated Energy Policy of the Planning Commission of India, 2006, in order to deliver a sustained growth rate of 8.0% through 2031-2032, India needs to increase its electricity generation capacity by at least five to six times based on 2003-2004 levels. The power sector has been a key driver of GoI's infrastructure push, accounting for a large share of infrastructure contracts awarded by GoI in the current calendar year. (*Source: GoI, Planning Commission - Integrated Energy Policy of the Planning Commission of India, 2006, report of the expert committee dated August 2006*) (*Available at http://planningcommission.gov.in/reports/genrep/rep_intengy.pdf*)

Water

India is endowed with a rich and vast diversity of natural resources, water being one of them. Its development and management plays a vital role in agriculture production. Integrated water management is vital for poverty reduction, environmental sustenance and sustainable economic development. National Water Policy (2002) envisages that the water resources of the country should be developed and managed in an integrated manner. *(Source: GoI, Ministry of Water Resources, National Water Policy (2012)*

The requirement of water for various sectors was assessed by the NCIWRD in 2000. This requirement is based on the assumption that the irrigation efficiency will increase to 60% from the present level of 35-40%. The standing committee of the Ministry of Water Resources, GoI, also assesses it periodically. (*Source: Journal of*

Land and Rural Studies article titled "Rethinking Water Governance --The Water Crisis" dated June 1, 2013) (*Available at: http://www.indiawaterportal.org/sites/indiawaterportal.org/files/journal_of_land_and_rural_studies-2013-nayar-75-94.pdf*)

Solar Energy

According to the Integrated Energy Policy, solar energy has a large potential in India. The average solar insolation in India is 6 kWh/meter/day. This can be exploited by many direct thermal applications such as for cooking, heating or in photovoltaic cells that directly convert sunlight to electricity. The conversion efficiency of commercially available photovoltaic cells is maximum 15.0%. With this efficiency, the potential of generating energy by covering five million hectares of land with photovoltaic cells is 1,200 Mtoe/year (*Source: Integrated Energy Policy, 2008*).

According to the Ministry of New and Renewable Energy's Annual Report 2009-2010, the GoI approved the "Jawaharlal Nehru National Solar Mission" ("JNNSM"), which aims at development and deployment of solar energy technologies in India to achieve parity with grid power tariff by 2022 and also to create an enabling policy framework for the deployment of 20,000 MW of solar power by 2022. The GoI has also approved the implementation of the first phase of the JNNSM during 2009-2013 which targeted the setting up 1,000 MW grid connected solar plants in the first phase of the mission by March 2013. The offered projects were vastly oversubscribed and most of the planned capacity is expected to be commissioned within this year. Phase-II of the JNNSM is expected to be launched shortly with an offering of 750 MW of Photo Voltaic projects to be executed under Viability Gap Funding Mechanism. Additional projects for Solar Thermal technology are likely to be offered after the successful commissioning of the Phase-I projects. (*Source: Ministry of New and Renewable Energy's Annual Report 2009-2010)* (*Available at http://mnre.gov.in/file-manager/annual-report/2009-2010/EN/Chapter%203/chapter%203_1.htm*)

Nuclear Energy

India's nuclear power plant installed capacity presently is 4,780 MW. The 12th Five Year Plan period (2012-2017) power programme includes additions of 5,300 MW of nuclear power plants. Further, the execution of nuclear projects has been liberalized to allow participation by other PSUs and by the private sector participants. (*Source: GoI, Planning Commission - Twelfth Five Year Plan, Volume II) (Available at http://planningcommission.gov.in/plans/planrel/12thplan/pdf/12fyp_vol2.pd)*

SUMMARY OF BUSINESS

We are an engineering consultancy company providing design, engineering, procurement, construction and integrated project management services, principally focused on the oil and gas, petrochemicals, fertilizer and LNG industry segments in India and internationally. We also operate in other sectors including non-ferrous mining and metallurgy, power and infrastructure. We are also a primary provider of engineering consultancy services for the GoI's energy security initiative under its Integrated Energy Policy for strategic crude storages.

Our services in these industries and sectors cover the entire spectrum of activities from concept to commissioning of a project. Our services include preparation of project feasibility reports, technology selection, project management, process design, basic and detailed engineering, procurement, inspection, project audit, supply chain management, cost engineering, planning and scheduling, facilitation of statutory and regulatory approvals for Indian projects, construction management and commissioning. We also provide specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation services, plant operation and safety services. We also execute projects on a turnkey basis.

We were incorporated in 1965 and have over the years developed a track record of working on landmark projects with various Indian and global energy majors. As of September 30, 2013, we have provided a range of engineering consultancy and project implementation services on several refinery projects, including 10 greenfield refinery projects, 7 petrochemical complexes, 39 oil and gas processing projects, over 40 offshore process platforms, 42 pipeline projects, 13 ports and storage and terminals projects, 8 fertilizer projects and 29 mining and metallurgy projects. In the infrastructure sector, as of September 30, 2013, we have provided a range of engineering consultancy services including for airports, highways, flyovers, bridges, water and sewer management, as well as energy-efficient “intelligent” buildings. As of September 30, 2013, we have also completed 17 turnkey projects, including refinery and petrochemicals projects and offshore platforms.

Our business is aligned into two principal operating segments: the Consultancy and Engineering segment and the Turnkey Projects segment. Projects on which we provide engineering consultancy and project management and implementation services are included in the Consultancy and Engineering segment. Projects that we undertake on a turnkey basis are included in our Turnkey Projects segment.

We have leveraged our track record in India to successfully expand our operations internationally, and have provided a wide range of engineering consultancy services on various international projects, particularly in the Middle East, North Africa and South East Asia. We have established strategic international offices in Abu Dhabi, London, Milan and Shanghai to expand our international operations. We have also established a joint venture - JabalEILIOT in Kingdom of Saudi Arabia ("**KSA**") and incorporated a subsidiary - EIL Asia Pacific Sdn. Bhd. ("**EILAP**") in Malaysia.

We are a technology driven organization and have developed or have the right to license advanced technologies, which we license to our clients in the oil and gas, refining, petrochemical and fertilizer industries. We have established a sophisticated research and development ("**R&D**") center in Gurgaon. As of September 30, 2013, we have developed over 30 process technologies either on our own or in collaboration with our clients and reputed research institutions. Our portfolio includes various technologies for petroleum refining, oil and gas processing and aromatics. As of the date of the Red Herring Prospectus, we held 14 patents and had 15 pending patent applications relating to various process technologies and hardware developed by us.

Our engineering and technology capabilities have enabled us to develop a technology driven project implementation profile and to successfully integrate sophisticated design, engineering and construction methodologies with project management practices.

Our quality management systems have been certified ISO 9001-2008 by the Indian Register Quality System ("**IRQS**") across all the areas in which we provide our services. We are committed to adhering to corporate health, safety and environment ("**HSE**") policies and safe working practices in the implementation of our projects and this has been recognized by several awards and certifications from various clients in relation to our projects. For further information on our HSE policies please see the section "Business - Health, Safety and Environment" on page 138.

Our Strengths

Leadership position in project implementation - from concept to commissioning

We were established by the GoI for the enhancement of design, engineering and project implementation competencies and the development of technology capabilities for the hydrocarbon industry in India. Over the past 48 years we have developed indigenous technology and expertise for offshore platforms, oil and gas processing, oil refining, petrochemicals and pipeline projects.

Leveraging our track record in the oil & gas and petrochemical industry, we expanded our operations to other sectors, particularly LNG, fertilizer, power, mining and metallurgy and infrastructure.

We believe that our leadership position in project implementation and long-term relationships with our clients is a competitive advantage.

Operations in diverse geographies

Over the years, we also have expanded our operations internationally to provide engineering consultancy services. We have an extensive track record of working with various international energy majors. Some of the markets served overseas include Middle East, Africa, Asia and South East Asia.

Technology-driven integrated turnkey and total solutions consultancy services

We are one of the leading engineering consultancy companies in India providing a range of services covering the entire spectrum of activities from concept to commissioning of a project. We also execute projects on a turnkey basis. We believe that our business model enables us to provide comprehensive and integrated service offerings to our clients.

Robust financial position

We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our total income increased at a CAGR of 12.91 % from ₹17,062.81 million in fiscal 2009 to ₹ 27,734.44 million in fiscal 2013, while our profit after taxation, as restated, increased at a CAGR of 15.53% from ₹ 3,233.09 million in fiscal 2009 to ₹ 5,759.28 million in fiscal 2013.

Our Order Book, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of September 30, 2013 was ₹ 32,323.90 million.

Integrated project management capabilities with a focus on quality, HSE, cost efficiencies and timely implementation

Our integrated project implementation and EPC capabilities enable us to better evaluate potential projects. We believe that our ability to understand and assess project risk, especially involving complex technologies, difficult locations or circumstances or in a lump-sum or fixed price contracting environment, gives us the ability to selectively enter into markets or accept projects where we believe we can best perform. We have an experienced management team, particularly in risk management and project execution, which helps us to better anticipate and understand potential risks and, therefore, manage such risks. Our risk management capabilities allow us to better control costs and ensure timely performance. We believe that we have established a reputation for demonstrating efficient project management and engineering capabilities, supply chain management and project execution with on-site decision making capabilities. Our sophisticated IT infrastructure also enables us to ensure effective project management and implementation.

Qualified and motivated employee base and proven management team

We believe that a motivated and empowered employee base is a competitive advantage. As of September 30, 2013, we had a qualified and professional employee base with over 3,300 employees, including more than 2,890 technically qualified employees. Many of our employees, particularly senior management, have worked with the Company for relatively long terms. During the fiscal 2013, our employee attrition rate was 3.11 % and in the six months ended September 30, 2013 attrition rate was 2.11% of the total employee base. In addition, we also engage additional employees on contract basis, depending upon the requirements of the projects that we undertake.

Our management team is well qualified and experienced in the industry. We believe that the combination of our experienced Board and our dynamic and experienced management team have been key to our success and will enable us to capitalize on further growth opportunities.

Our Business Strategy

Consolidate our leadership position in the hydrocarbon industry in India

We continue to leverage our engineering and technology capabilities, sophisticated design, engineering and construction methodologies and project management practices to consolidate our leadership position in the hydrocarbon industry in India. We focus on opportunities in sectors and projects where we can be competitive and obtain robust margins with acceptable level of contractual risk. We continue to pursue EPC contracts as such contracts enable us to move up the value chain and increase our revenue base, provide us with the opportunity to bid for larger projects and deploy our resources more efficiently. For certain large value projects we also plan to form alliances with other experienced equipment manufacturing and construction companies.

Expand our international operations

We continue to expand our international operations to establish a global execution platform. We seek to identify markets where we believe we can provide cost and operational advantages to our clients and distinguish ourselves from other competitors. We intend to focus on regions where we have previously implemented projects, such as in the Middle East, North Africa and South East Asia to capitalize on our local experience, establish contacts with local clients and suppliers, and familiarity with local working conditions. In order to expand our operations, we continue to identify strategic partners whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations in such regions.

Selectively diversify into other potential sectors

We intend to leverage our engineering consultancy, EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages, including in LNG, water and waste management, city gas distribution, power, gas based fertilizer projects and coal to liquid projects.

Continue to focus on technology and project implementation capabilities

To meet our clients' expectations and reflect our focus on expanding our international business, we intend to continue to invest in and strengthen our technology base to maintain world class delivery of engineering solutions to our clients. We intend to continue to develop our technology research and development center to focus on the commercialization of process technologies developed either on our own or in collaboration with our clients and reputed research institutions, including various technologies for petroleum refining, oil and gas processing and aromatics. We continue to expand our operations in various strategic new business areas, and intend to focus on the development, adoption and assimilation of state of the art technologies in these areas, including solar power, liquefaction and gasification technologies. We also continue to work on clean coal technologies and carbon management capabilities, technologies relating to product quality upgrading through hydro-treatment, as well as environmental and sustainable development initiatives for our water and waste management business.

Recent Developments

Pursuant to a meeting of our Board on January 24, 2014, the Company has adopted and filed with the Stock Exchanges, the unaudited standalone financial results for the quarter and the nine month period ended December 31, 2013 in accordance with the provisions of Clause 41 of the Equity Listing Agreement with the Stock Exchanges. For further information, see section titled "Recent Developments" on page 289.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our restated consolidated financial statements as of and for the years ended March 31, 2009, 2010, 2011, 2012 and 2013 and the six month ended September 30, 2013, and our restated standalone financial statements as of and for the years ended March 31, 2009, 2010, 2011, 2012 and 2013 and the six month ended September 30, 2013. These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI ICDR Regulations and are presented in "Financial Statements" beginning on page 176. The summary financial information presented in the following pages should be read in conjunction with our restated financial statements, the notes thereto and the sections "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 265.

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

Annexure-I
(Rs. In Million)

		AS AT					
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a) Share Capital	1684.68	1684.68	1684.68	1684.68	561.56	561.56
	(b) Reserves and Surplus	23688.68	21480.07	18078.17	13987.20	11843.83	14273.38
	Sub-total- Shareholders' funds	**25373.36**	**23164.75**	**19762.85**	**15671.88**	**12405.39**	**14834.94**
2	**Non-Current Liabilities**						
	(a) Other Long Term Liabilities	32.82	38.38	51.95	47.14	24.69	13.35
	(b) Long Term Provisions	236.98	230.68	215.34	175.54	65.84	58.59
	Sub-total- Non-current liabilities	**269.80**	**269.06**	**267.29**	**222.68**	**90.53**	**71.94**
3	**Current Liabilities**						
	(a) Trade Payables	3725.16	3470.54	5881.10	3081.84	1839.83	1524.99
	(b) Other Current Liabilities	7530.64	7633.44	7559.85	12323.73	12086.13	11324.08
	(c) Short Term Provisions	3381.48	4425.39	4353.03	3702.42	2464.05	2321.00
	Sub-total- Current liabilities	**14637.28**	**15529.37**	**17793.98**	**19107.99**	**16390.01**	**15170.07**
	TOTAL- EQUITY AND LIABILITIES	**40280.44**	**38963.18**	**37824.12**	**35002.55**	**28885.93**	**30076.95**
B	**ASSETS**						
1	**Non-current assets**						
	(a) Fixed Assets						
	Tangible Assets	496.39	502.67	548.66	605.60	581.10	534.88
	Intangible Assets	24.3	29.43	16.28	26.85	48.28	47.65
	Capital Work in Progress	1695.21	1355.17	515.95	130.79	65.92	60.23
	(b) Non-Current Investments	126.85	1021.20	690.13	111.39	113.23	114.89
	(c) Deferred Tax Assets (Net)	2416.92	2249.73	1774.19	1417.57	1053.30	886.99
	(d) Long Term Loans and Advances	546.18	491.30	577.32	754.32	1065.84	857.27
	(e) Other Non Current Assets:	13.83	19.78	23.49	444.59	25.96	770.90
	Sub-total- Non-current assets	**5319.68**	**5669.28**	**4146.02**	**3491.11**	**2953.63**	**3272.81**
2	**Current Assets**						
	(a) Current Investments	6837.54	5453.07	5594.92	5016.51	861.66	1400.00
	(b) Inventories	7.87	8.43	8.26	8.75	9.73	8.47
	(c) Trade Receivables	3532.62	3455.50	3321.25	3316.79	3304.79	3159.83
	(d) Cash and Bank Balances	18689.15	18908.38	16870.21	17539.83	17921.02	18447.02
	(e) Short Term Loans and Advances	702.67	650.15	1859.74	2251.83	1277.16	1406.90
	(f) Other Current Assets	5190.91	4818.37	6023.72	3377.73	2557.94	2381.92
	Sub-total- Current assets	**34960.76**	**33293.90**	**33678.10**	**31511.44**	**25932.30**	**26804.14**
	TOTAL -ASSETS	**40280.44**	**38963.18**	**37824.12**	**35002.55**	**28885.93**	**30076.95**

ENGINEERS INDIA LIMITED
SUMMARY CONSOLIDATED STATEMENT OF PROFITS & LOSSES, AS RESTATED

Annexure-II
(Rs. In Million)

	Half year ended	**For the Year Ended**				
Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
REVENUE						
- Consultancy & engineering services	5724.01	12565.01	12274.46	11509.59	10701.60	8441.51
- Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Other Income	1186.04	2466.75	2175.67	1409.30	1817.00	1542.21
Total Revenue	**10383.29**	**27734.44**	**39365.26**	**29872.31**	**21903.26**	**17062.81**
EXPENSES						
Technical Assistance/Sub-Contracts	1612.94	5051.24	6726.83	6485.02	3033.36	1889.80
Construction Materials & Equipments	1406.3	6137.27	15165.34	8118.92	5558.26	4954.74
Employee Benefits Expense	2964.97	5841.74	5478.41	5240.05	4911.87	3902.65
Depreciation & Amortization Expense	48.02	114.90	196.90	145.11	135.17	109.01
Other Expenses:						
Facilities	255.96	460.33	480.77	348.04	301.68	276.24
Corporate Costs	240.59	239.83	366.97	326.63	209.50	208.91
Other Costs	653.72	1748.21	1616.72	1344.59	909.93	833.12
Total Expenses	**7182.50**	**19593.52**	**30031.94**	**22008.36**	**15059.77**	**12174.47**
Profit For The Year	3200.79	8140.92	9333.32	7863.95	6843.49	4888.34
Provision for Taxation						
Current Year						
Current Tax	1159.37	2857.18	3249.41	3005.34	2472.27	1789.77
Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00	30.20
Deferred Tax	(167.19)	(475.54)	(356.63)	(364.27)	(166.31)	(164.72)
Total Provision For Taxation	**992.18**	**2381.64**	**2892.78**	**2641.07**	**2305.96**	**1655.25**
Profit After Tax	**2208.61**	**5759.28**	**6440.54**	**5222.88**	**4537.53**	**3233.09**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED CASH FLOWS, AS RESTATED

Annexure-III
Rupees in Million

		HALF YEAR ENDED	FOR THE YEAR ENDED				
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Net profit Before Tax	**3200.79**	**8,140.92**	**9,333.32**	**7,863.95**	**6,843.49**	**4,888.34**
i)	**Adjustment For :**						
	Depreciation & Amortization	48.02	114.90	196.90	149.11	135.17	109.01
	Fixed Assets Written Off	-	2.97	0.19	2.47	0.72	0.32
	Goodwill on Consolidation	-	-	-	0.59	-	-
	Provision for Diminution in value of Investment in Joint ventures	-	-	-	0.98	-	-
	Incorporation Cost written off	-	-	-	-	-	0.01
	Deferred Revenue Expenditure (VRS)	-	-	-	-	1.87	2.13
	(Profit)/Loss On Sale of Fixed Assets	0.05	3.32	(0.26)	0.39	0.16	1.36
ii)	**Other Income**						
	Interest Income	(956.62)	(1,871.06)	(1,680.38)	(1,264.93)	(1,531.17)	(1,474.45)
	Share of Profit On Trade Investment	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
	Capital Gain on Redemption of Investment in Mutual Funds	(176.08)	(448.08)	(407.35)	(6.85)	(169.82)	-
	Dividend Income	(9.44)	(47.92)	(37.24)	(17.71)	(27.83)	(19.19)
	Operating Profit before Working Capital Changes	**2,101.07**	**5,888.98**	**7,401.44**	**6,728.00**	**5,252.39**	**3,493.20**
	Adjustment For :						
	(Increase)/Decrease in Trade Receivables	(77.12)	(134.25)	(4.46)	(12.79)	(144.96)	(1,149.20)
	(Increase)/Decrease in Inventories	0.56	(0.17)	0.49	0.98	(1.25)	(0.08)
	(Increase)/Decrease in Loans & Advances & other Assets	(1,054.42)	2,743.77	(3,560.52)	435.26	564.97	(2,020.35)
	(Increase)/Decrease in Work-In Progress	280.77	(537.31)	1,995.79	(1,706.47)	(96.84)	(14.14)
	Increase/ (Decrease) in Liabilities /Provisions	236.13	(1,719.81)	(1,473.27)	2,247.28	876.23	6,351.68
	Cash Generated From Operations	**1,486.99**	**6,241.21**	**4,359.47**	**7,692.26**	**6,450.54**	**6,661.11**
	Less:Tax Paid	1144.48	2,819.90	3,224.04	2,709.53	2,382.77	2,158.08
	Net Cash Flow From Operating Activities - A	**342.51**	**3,421.31**	**1,135.43**	**4,982.73**	**4,067.77**	**4,503.03**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Payments Towards Capital Expenditure	(391.41)	(799.08)	(401.15)	(254.22)	(236.87)	(222.00)
	Sale of Fixed Assets	0.18	2.89	2.68	1.23	0.85	1.85
	Interest Received	622.99	1,859.70	1,667.03	1,291.15	1,548.77	1,554.38
	Dividend Received	9.44	47.92	37.24	17.70	27.83	19.19
	Share of Profit On Trade	0.00	-	-	1.84	1.85	3.26

	Investment						
	Redemption of UTI 64 Bonds	-	-	-	-	-	1,261.94
	Redemption of Investment in Fixed Maturity plans of Mutual Funds	1750.99	5,442.87	4,707.35	276.85	1,569.82	300.00
	Purchase of Investment in Fixed Maturity plans of Mutual Funds	(1,930.00)	(5,275.00)	(5,370.00)	(5,170.00)	(100.00)	(1,700.00)
	Investment in liquid plans of Mutual Funds (Net)	(129.37)	97.06	(90.82)	752.56	(761.66)	100.02
	Fixed Deposit placed with Banks having original maturity of more than three months	(3,966.51)	(19,792.15)	(22,888.41)	(26,592.85)	(15,574.72)	(17,362.03)
	Fixed Deposit with Banks matured having original maturity of more than three months	5143.93	17,757.73	23,022.46	26,195.72	16,613.88	12,199.59
	Investment in Joint Ventures	-	-	-	(8.39)	-	(0.59)
	Divestment in Joint Venture	-	-	7.41	-	-	-
	NET CASH FLOW FROM INVESTING ACTIVITIES -B	**1,110.24**	**(658.06)**	**693.79**	**(3,488.41)**	**3,089.75**	**(3,844.39)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Dividend payment (including dividend tax)	(1,182.60)	(1,566.38)	(1,566.39)	-	(919.80)	(459.90)
	Interim dividend payment (including dividend tax)	-	(1,174.79)	(783.19)	(1,347.27)	(6,009.81)	(297.77)
	Net cash flow from financing activities - C	**(1,182.60)**	**(2,741.17)**	**(2,349.58)**	**(1,347.27)**	**(6,929.61)**	**(757.67)**
	Increase/ (decrease) in cash & cash equivalents (A+B+C)	**270.15**	**22.08**	**(520.36)**	**147.05**	**227.91**	**(99.03)**
	Cash & cash equivalents at the beginning of the year	197.55	175.47	695.83	548.78	320.87	419.90
	Cash & cash equivalents at the close of the year	467.70	197.55	175.47	695.83	548.78	320.87
	Increase/ (decrease) in cash and cash equivalents	**270.15**	**22.08**	**(520.36)**	**147.05**	**227.91**	**(99.03)**

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

Annexure-I
(Rs. In Million)

		AS AT					
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a) Share Capital	1684.68	1684.68	1684.68	1684.68	561.56	561.56
	(b) Reserves and Surplus	23102.88	20902.86	17531.10	13509.15	11446.64	13922.40
	Sub-total- Shareholders' funds	**24787.56**	**22587.54**	**19215.78**	**15193.83**	**12008.20**	**14483.96**
2	**Non-Current Liabilities**						
	(a) Other Long Term Liabilities	32.79	38.08	51.31	46.72	24.63	13.31
	(b) Long Term Provisions	213.89	209.92	200.21	163.47	57.74	53.29
	Sub-total- Non-current liabilities	**246.68**	**248.00**	**251.52**	**210.19**	**82.37**	**66.60**
3	**Current Liabilities**						
	(a) Trade Payables	3714.47	3463.90	5872.34	3071.95	1836.28	1517.58
	(b) Other Current Liabilities	7512.82	7618.00	7542.71	12304.40	12056.74	11293.38
	(c) Short Term Provisions	3375.17	4419.08	4348.29	3694.19	2461.64	2316.10
	Sub-total- Current liabilities	**14602.46**	**15500.98**	**17763.34**	**19070.54**	**16354.66**	**15127.06**
	TOTAL- EQUITY AND LIABILITIES	**39636.70**	**38336.52**	**37230.64**	**34474.56**	**28445.23**	**29677.62**
B	**ASSETS**						
1	**Non-current assets**						
	(a) Fixed Assets						
	Tangible Assets	465.65	471.64	514.81	573.89	548.05	500.07
	Intangible Assets	24.15	29.22	16.18	26.85	48.29	47.65
	Capital Work in Progress	1695.21	1355.17	515.95	130.79	65.92	60.15
	(b) Non-Current Investments	187.03	1081.38	764.70	116.74	145.59	136.96
	(c) Deferred Tax Assets (Net)	2407.21	2240.87	1768.02	1413.11	1050.73	885.57
	(d) Long Term Loans and Advances	514.97	468.22	562.59	743.42	1060.61	855.22
	(e) Other Non Current Assets:	4.33	3.75	2.59	362.36	2.28	754.56
	Sub-total- Non-current assets	**5298.55**	**5650.25**	**4144.84**	**3367.16**	**2921.47**	**3240.18**
2	**Current Assets**						
	(a) Current Investments	6835.25	5450.00	5585.04	5007.41	861.66	1400.00
	(b) Inventories	7.68	8.21	8.17	8.75	9.73	8.47
	(c) Trade Receivables	3449.85	3338.05	3238.29	3206.58	3209.27	3069.44
	(d) Cash and Bank Balances	18214.82	18480.20	16431.42	17284.63	17637.41	18189.05
	(e) Short Term Loans and Advances	684.13	633.52	1850.94	2247.36	1274.01	1404.45
	(f) Other Current Assets	5146.42	4776.29	5971.94	3352.67	2531.68	2366.03
	Sub-total- Current assets	**34338.15**	**32686.27**	**33085.80**	**31107.40**	**25523.76**	**26437.44**
	TOTAL -ASSETS	**39636.70**	**38336.52**	**37230.64**	**34474.56**	**28445.23**	**29677.62**

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF PROFITS & LOSSES, AS RESTATED

Annexure-II
(Rs. In Million)

	Half year ended	**For the Year Ended**				
Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
REVENUE						
- Consultancy & engineering services	5610.44	12334.29	12030.31	11260.52	10499.70	8237.47
- Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Other Income	1186.23	2464.81	2175.04	1416.42	1824.01	1545.93
Total Revenue	**10269.91**	**27501.78**	**39120.48**	**29630.36**	**21708.37**	**16862.49**
EXPENSES						
Technical Assistance/Sub-Contracts	1590.96	5026.19	6719.69	6466.61	3014.63	1868.90
Construction Materials & Equipments	1406.27	6137.20	15165.29	8118.90	5560.99	4962.41
Employee Benefits Expense	2923.58	5765.59	5416.89	5181.52	4868.73	3869.01
Depreciation & Amortization Expense	46.89	112.42	194.47	142.95	133.19	107.16
Other Expenses:						
Facilities	249.95	450.01	473.17	342.37	296.96	272.28
Corporate Costs	244.81	234.50	374.07	324.51	207.44	209.20
Other costs	630.61	1710.13	1566.67	1325.67	881.66	804.09
Total Expenses	**7093.07**	**19436.04**	**29910.25**	**21902.53**	**14963.60**	**12093.05**
Profit For The Year	3176.84	8065.74	9210.23	7727.83	6744.77	4769.44
Provision for Taxation						
Current Year						
Current Tax	1143.16	2816.08	3199.30	2953.53	2423.63	1738.46
Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00	28.67
Deferred Tax	(166.34)	(472.85)	(354.92)	(362.38)	(165.15)	(164.83)
Total Provision For Taxation	**976.82**	**2343.23**	**2844.38**	**2591.15**	**2258.48**	**1602.30**
Profit After Tax	**2200.02**	**5722.51**	**6365.85**	**5136.68**	**4486.29**	**3167.14**

ENGINEERS INDIA LIMITED
STATEMENT OF CASH FLOWS, AS RESTATED

Annexure-III
(Rupees in Million)

		HALF YEAR ENDED	YEAR ENDED				
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Net profit Before Tax	**3176.84**	**8,065.74**	**9,210.23**	**7,727.83**	**6,744.77**	**4,769.44**
i)	**Adjustment For :**						
	Depreciation & Amortization	46.89	112.42	194.47	142.95	133.19	107.16
	Fixed Assets Written Off	-	2.97	0.19	2.47	0.72	0.32
	Provision for Diminution in value of Investment in Joint ventures	-	14.39	10.68	29.61	-	-
	Deferred Revenue Expenditure (VRS)	-	-	-	-	1.87	2.13
	(Profit)/Loss On Sale of Fixed Assets	0.05	3.99	(0.26)	0.40	0.16	1.36
ii)	**Other Income**						
	Interest Income	(937.11)	(1,832.46)	(1,646.13)	(1,242.56)	(1,507.86)	(1,453.18)
	Share of Profit On Trade Investment	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
	Capital Gain on Redemption of Investment in Mutual Funds	(175.99)	(447.87)	(407.00)	(6.81)	(169.82)	-
	Dividend Income	(29.23)	(87.43)	(71.25)	(47.27)	(57.83)	(44.19)
	Operating Profit before Working Capital Changes	**2,075.80**	**5,825.68**	**7,287.19**	**6,606.62**	**5,145.00**	**3,368.71**
	Adjustment For :						
	(Increase)/Decrease in Trade Receivables	(111.80)	(99.77)	(31.70)	2.23	(139.83)	(1,157.69)
	(Increase)/Decrease in Inventories	0.53	(0.04)	0.58	0.98	(1.25)	(0.08)
	(Increase)/Decrease in Loans & Advances & other Assets	(1,046.92)	2,746.04	(3,542.79)	435.35	577.51	(2,017.26)
	(Increase)/Decrease in Work-In Progress	280.84	(537.78)	1,996.28	(1,706.49)	(96.95)	(14.32)
	Increase/ (Decrease) in Liabilities /Provisions	226.65	(1,722.20)	(1,472.19)	2,247.50	881.06	6,343.26
	Cash Generated From Operations	**1,425.10**	**6,211.93**	**4,237.37**	**7,586.19**	**6,365.54**	**6,522.62**
	Less:Tax Paid	**1123.52**	2,771.36	3,166.98	2,655.30	2,331.92	2,111.27
	Net Cash Flow From Operating Activities - A	**301.58**	**3,440.57**	**1,070.39**	**4,930.89**	**4,033.62**	**4,411.35**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Payments Towards Capital Expenditure	(390.64)	(798.13)	(396.48)	(253.39)	(236.73)	(218.19)
	Sale of Fixed Assets	0.18	1.04	2.68	1.23	0.85	1.85
	Interest Received	600.79	1,815.49	1,645.05	1,270.88	1,525.85	1,536.22
	Dividend Received	29.24	87.43	71.25	47.27	57.83	44.19
	Share of Profit On Trade Investment	-	-	-	1.84	1.85	3.26
	Redemption of UTI 64 Bonds	-	-	-	-	-	1,261.94
	Redemption of Investment in Fixed Maturity plans of Mutual Funds	1750.99	5,442.87	4,707.00	276.81	1,569.82	300.00

	Purchase of Investment in Fixed Maturity plans of Mutual Funds	(1,930.00)	(5,275.00)	(5,370.00)	(5,170.00)	(100.00)	(1,700.00)
	Investment in liquid plans of Mutual Funds (Net)	(130.25)	90.04	(90.04)	761.66	(761.66)	100.02
	Fixed Deposit placed with Banks having original maturity of more than three months	(3,675.62)	(19,418.06)	(22,577.08)	(26,226.15)	(15,289.99)	(17,120.78)
	Fixed Deposit with Banks matured having original maturity of more than three months	4899.71	17,371.11	22,767.83	25,880.51	16,369.77	12,025.36
	Investment in Joint Ventures	-	-	(79.90)	(10.00)	(10.30)	(19.76)
	Divestment in Joint Venture	-	-	7.41	-	-	-
	NET CASH FLOW FROM INVESTING ACTIVITIES -B	**1,154.40**	**(683.21)**	**687.72**	**(3,419.34)**	**3,127.29**	**(3,785.89)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Dividend payment (including dividend tax)	(1,179.20)	(1,563.14)	(1,563.14)	-	(916.82)	(457.77)
	Interim dividend payment (including dividend tax)	-	(1,171.54)	(780.76)	(1,342.29)	(6,007.69)	(295.65)
	Net cash flow from financing activities - C	**(1,179.20)**	**(2,734.68)**	**(2,343.90)**	**(1,342.29)**	**(6,924.51)**	**(753.42)**
	Increase/ (decrease) in cash & cash equivalents (A+B+C)	**276.78**	**22.68**	**(585.79)**	**169.26**	**236.40**	**(127.96)**
	Cash & cash equivalents at the beginning of the year	128.27	105.59	691.38	522.12	285.72	413.68
	Cash & cash equivalents at the close of the year	405.05	128.27	105.59	691.38	522.12	285.72
	Increase/ (decrease) in cash and cash equivalents	**276.78**	**22.68**	**(585.79)**	**169.26**	**236.40**	**(127.96)**

THE OFFER

Offer aggregating up to 4,981.34 million(1) (2) (5)	33,693,660 Equity Shares
Of which	
Employee Reservation Portion (2) (4)	500,000 Equity Shares
Therefore,	
Net Offer(2)	33,193,660 Equity Shares
Of which	
QIB Portion(3)	Not more than 16,596,830 Equity Shares
Of which	
Available for allocation to Mutual Funds only	829,842 Equity Shares
Balance for all QIBs including Mutual Funds	15,766,988 Equity Shares
Non-Institutional Portion	Not less than 4,979,049 Equity Shares
Retail Portion(4)	Not less than 11,617,781 Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	336,936,600 Equity Shares
Equity Shares outstanding after the Offer	336,936,600 Equity Shares
Use of Offer proceeds	The object of the Offer is to carry out the disinvestment of 33,693,660 Equity Shares by the Selling Shareholder. The Company will not receive any proceeds from the Offer and all proceeds shall go to the GoI.

(1) The Selling Shareholder has conveyed its approval for the Offer through its letter (no.G-38011/42/2009-Fin.I) dated July 9, 2013.

(2) Any under-subscription in the Employee Reservation Portion will be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription will be allowed from the Employee Reservation Portion. Under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of the Selling Shareholder and the Company, in consultation with the BRLMs and the Designated Stock Exchange.

(3)5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received at or above the Offer Price. For more information, please see "Offer Procedure" on page 338.

(4) The Selling Shareholder and the Company in consultation with the Book Running Lead Managers may offer a discount of ₹ 6 to the Retail Individual Investors and the Eligible Employees.

(5) Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.

GENERAL INFORMATION

The Company is a Government Company and was originally incorporated in New Delhi on March 15, 1965 under the Companies Act as a private limited company under the name 'Engineers India Private Limited' pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 both between the Government of India and Bechtel International Corporation. These agreements were terminated subsequently by mutual consent in 1967 and the Company was released and discharged from all obligations under the same. For further details, please see "History and Certain Corporate Matters" on page 150.

Further, pursuant to a special resolution passed by the shareholders of the Company at an EGM held on October 30, 1996, the Company was converted to a public limited company.

Registered Office and Corporate Office

Our Registered Office and Corporate Office, is situated at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi 110 066, India. For details of changes in our Registered Office, please see "History and Corporate Structure – Change in the Registered Office" on page 150.

Corporate Identity Number: L74899DL1965GOI004352

Registration Number: 004352

Address of the Registrar of Companies

The Company is registered at the office of:

The Registrar of Companies
National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India
Telephone: +91 11 2623 5704
Facsimile: + 91 11 2623 5702

Board of Directors

Name, Designation and DIN	Executive/Non-Executive	Age	Address
Mr. Ashok Kumar Purwaha Designation: Chairman & Managing Director DIN: 00165092	Executive	58	B - 250, Malwa Singh Block, Asian Games Village, New Delhi – 110049.
Dr. Archana Saharya Mathur Designation: Director (Government Nominee) DIN: 02555904	Non Executive	55	A-20, 2nd Floor, Hudco Place, A Block, Andrews Ganj, New Delhi – 110049.
Mr. Aditya Jain Designation: Independent Director DIN: 00835144	Non Executive	53	F-63, Radhey Mohan Drive, Gadaipur Bund Road, Chattarpur, Mehrauli – 110074.
Mr. Bijoy Chatterjee Designation: Independent Director DIN: 01824395	Non Executive	63	I-1797, Chittaranjan Park, New Delhi – 110019.
Dr. Jai Prakash Gupta	Non Executive	68	D-26, ITI Township, ITI

Name, Designation and DIN	Executive/Non-Executive	Age	Address
Designation: Independent Director DIN: 05335976			Raebareli, Raebareli - 229001, Uttar Pradesh.
Dr. Raghunath Kashinath Shevgaonkar Designation: Independent Director DIN: 01500448	Non Executive	59	A-13, Indian Institute of Technology, Powai, Mumbai – 400076.
Dr. Christy Leon Fernandez Designation: Independent Director DIN: 00090752	Non Executive	64	C-II/8, Bapa Nagar, New Delhi, Delhi.
Mr. Dhani Ram Meena Designation: Independent Director DIN: 06750161	Non Executive	61	B-92, Vishrantika Apartment, Dwarka, Plot No- 5A, Sector - 3, Delhi.
Dr. Vizia Saradhi Vakkalanka Ventakeshwar Designation: Independent Director DIN: 01687818	Non Executive	61	2 HP Apartments, Napean Sea Road, Mumbai, Maharashtra.
Mr. Ram Singh Designation: Director (Finance) DIN: 02942267	Executive	56	B - 251, Malwa Singh Block, Asian Games Village, New Delhi – 110049.
Mr. Deepak Moudgil Designation: Director (Projects) DIN: 02654119	Executive	59	4386, Sector - 23 & 23-A, Gurgaon, Haryana – 122001.
Mr. Sanjay Gupta Designation: Director (Commercial) DIN: 05281731	Executive	56	Flat No. 388, Sector 9, Pocket-I, Dwarka, New Delhi -110075.
Ms. Veena Swarup Designation: Director (Human Resources) DIN: 06388817	Executive	57	F-16, Block F, Hudco Place, Andrews Ganj Extension, New Delhi -110049.
Mr. Ajay Narayan Deshpande Designation: Director (Technical) DIN: 03435179	Executive	55	B-14, I.F.S. Apartments, Mayur Vihar Phase-1, Delhi – 110091.

For further details, please see "Management" on page 157.

Company Secretary and Compliance Officer

The Company has appointed Mr. Rajan Kapur, the Company Secretary as the Compliance Officer. His contact details are as follows:

Mr. Rajan Kapur
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi – 110 066

Telephone: +91 11 2610 0258
Facsimile: +91 11 2619 1690
Email: company.secretary@eil.co.in

Investors can contact the Compliance Officer, the Registrar to the Offer or the Book Running Lead Managers in case of any pre- Offer or post- Offer related problems/redressal of complaints such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account or refund orders.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for Bid Amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Form was submitted by the ASBA Bidders.

For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers. All complaints, queries or comments received by SEBI shall be forwarded to the Book Running Lead Managers, who shall respond to the same.

Book Running Lead Managers

ICICI Securities Limited,
ICICI Centre,
H.T. Parekh Marg,
Churchgate,
Mumbai – 400 020
Telephone: +91 22 2288 2460
Facsimile: +91 22 2282 6580
E-mail: eil.fpo@icicisecurities.com
Investor Grievance e-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Mr. Mangesh Ghogle

IDFC Capital Limited,
2nd Floor, Naman Chambers,
C – 32, G Block, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Telephone: +91 22 6622 2600
Facsimile: +91 22 6622 2501
Email: eil.fpo@idfc.com
Investor Grievance Id.: complaints@idfc.com
Website: www.idfccapital.com
Contact Person: Mr. Hiren Raipancholia

Kotak Mahindra Capital Company Limited,*
27 BKC, 1st Floor, Plot No.C-27, "G" Block,
Bandra Kurla Complex Bandra (East),
Mumbai - 400051
Telephone: +91 22 4336 0000
Facsimile: +91 22 6713 2447
Email: eil.fpo@kotak.com
Investor Grievance Id.: kmccredressal@kotak.com
Website: www.investmentbank.kotak.com
Contact Person: Mr. Ganesh Rane

**The SEBI registration certificate as "merchant banker" for Kotak Mahindra Capital Company Limited has expired on January 31, 2014. An application dated October 31, 2013 for renewal of the said certificate of registration has been made to SEBI.*

Syndicate Members

Kotak Securities Limited
32, Raja Bahadur Compound,

Opposite Bank of Maharastra,
Mumbai Samachar Marg,
Fort,
Mumbai- 400023
Telephone: +91 22 22655074 / 84 / 05
Fascimile: +91 22 66154060
E-mail: sanjeeb.das@kotak.com
Investor Grievance Id: ipo.redressal@kotak.com
Website: www.kotak.com
Contact person: Mr.Sanjeeb Kumar Das
SEBI Registration No.: BSE: INB010808153; NSE: INB230808130

Legal Counsel to the Selling Shareholder and the Company as to Indian law

Luthra & Luthra Law Offices
103, Ashoka Estate
24, Barakhambha Road
New Delhi – 110 001
Telephone: +91 11 4121 5100
Facsimile: +91 11 2372 3909

International Legal Counsel to the Offer

DLA Piper Singapore Pte. Ltd.
80, Raffles Place
#48-01 UOB Plaza 1
Singapore 048624
Telephone: +65 6512 9595
Facsimile: +65 6512 9500

Registrar to the Offer

Karvy Computershare Private Limited
Plot No. 17-24,
Vittal Rao Nagar,
Madhapur,
Hyderabad 500 081
Telephone: +91 40 4465 5000
Facsimile: +91 40 2332 1552
E-mail: eil.fpo@karvy.com
Website: https://karisma.karvy.com/
Contact Person: Mr. M. Murali Krishna
SEBI Registration No.: INR000000221

Statutory Auditors of the Company

M/s. M. Verma and Associates
1209, Hemkunt Chambers,
89, Nehru Place,
New Delhi-110019
Telephone: +91 11 4107 8098
Facsimile: +91 11 2621 1211
Email: mvermaassociates@yahoo.in/mvermaasso@gmail.com

Our Auditors are experts in relation to their reports on the standalone and consolidated financial information and the statement of tax benefits included on page 220, 176 and 90 respectively in this Prospectus. The auditors have received a valid peer review certificate dated July 28, 2013 for the periods April 1 2009 to March 31, 2010, April 1, 2010 to March 31, 2011 and April 1, 2011 to March 31, 2012.

Bankers to the Offer and Escrow Collection Banks

Axis Bank Limited
4th Floor, Ashoka Estate,
24, Barakhamba Road,
New Delhi – 110001
Telephone: +91 11 47425120/41521310/+91 98181 09212/+91 98183 33691
Facsimile: +91 4350 6565
Email: newdelhi.branchhead@axisbank.com, rajkumar.miglani@axisbank.com, debraj.saha@axisbank.com, amit.mishra@axisbank.com
Contact Person: Mr. Debraj Saha/Mr. Amit Mishra
Website: www.axisbank.com

HDFC Bank Limited,
FIG – OPS Department, Lodha,
I Think Techno Campus,
O-3 Level, Next to Kanjurmarg Railway Station,
Kanjurmarg (East),
Mumbai – 400 042
Telephone: +91 22 3075 2928
Facsimile: +91 22 2579 9801
Email: uday.dixit@hdfcbank.com, figdelhi@hdfcbank.com, anchal.garg@hdfcbank.com, ashish.ujjawal@hdfcbank.com
Contact Person: Mr. Uday Dixit
Website: www.hdfcbank.com

ICICI Bank Limited
Capital Market Division,
1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400 020
Telephone: +91 22 2285 9905
Facsimile: +91 22 2261 1138
Email: anil.gadoo@icicibank.com
Contact Person: Mr. Anil Gadoo
Website: www.icicibank.com

Kotak Mahindra Bank Limited
Kotak Infiniti,
6th Floor, Building No. 21,
Infinity Park, Off Western Express Highway,
General AK Vaidya Marg, Malad (E),
Mumbai – 400 097
Telephone: +91 22 6605 6959
Facsimile: +91 22 6646 6540
Email: prashant.sawant@kotak.com
Contact Person: Mr. Prashant Sawant
Website: www.kotak.com

State Bank of India
Capital Markets Branch
Videocon Heritage (Killick House),
Ground Floor, Caharanjit Rai Marg,
Mumbai – 400 001
Telephone: +91 22 2209 4932, 2209 4927
Facsimile: +91 22 22094921, 22094922
Email: nib.11777@sbi.co.in, sbi11777@yahoo.co.in
Contact Person: Mr. Anil Sawant
Website: www.statebankofindia.com

Union Bank of India
Union Bank Bhawan,
239 Vidhan Bhawan Marg,
Nariman Point,
Mumbai – 400 021
Telephone: +91 11 2341 4229,3685,87
Facsimile: +91 11 23413686
Email: akawasthi@unionbankofindia.com
Contact Person: Mr. Anil Kumar Awasthi
Website: http://unionbankofindia.com

Punjab National Bank
Capital Market Services Branch,
5, Sansad Marg,
New Delhi – 110 001
Telephone: +91 11 23737531, 33, 35
Facsimile: +91 11 23737528
Email: bo4552@pnb.co.in
Contact Person: Mr. N.K. Sharma/ Mr. Gurmeet Khanna
Website: www.pnbindia.in

Refund Banks

HDFC Bank Limited,
FIG – OPS Department, Lodha,
I Think Techno Campus,
O-3 Level, Next to Kanjurmarg Railway Station,
Kanjurmarg (East),
Mumbai – 400 042
Telephone: +91 22 3075 2928
Facsimile: +91 22 2579 9801
Email: uday.dixit@hdfcbank.com, figdelhi@hdfcbank.com, anchal.garg@hdfcbank.com, ashish.ujjawal@hdfcbank.com
Contact Person: Mr. Uday Dixit
Website: www.hdfcbank.com

ICICI Bank Limited
Capital Market Division,
1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road,
Backbay Reclamation, Churchgate,
Mumbai – 400 020
Telephone: +91 22 2285 9905
Facsimile: +91 22 2261 1138
Email: anil.gadoo@icicibank.com
Contact Person: Mr. Anil Gadoo
Website: www.icicibank.com

Punjab National Bank
Capital Market Services Branch,
5, Sansad Marg,
New Delhi – 110 001
Telephone: +91 11 23737531, 33, 35
Facsimile: +91 11 23737528
Email: bo4552@pnb.co.in
Contact Person: Mr. N.K. Sharma/ Mr. Gurmeet Khanna
Website: www.pnbindia.in

State Bank of India
Capital Markets Branch

Videocon Heritage (Killick House),
Ground Floor, Caharanjit Rai Marg,
Mumbai – 400 001
Telephone: +91 22 2209 4932, 2209 4927
Facsimile: +91 22 22094921, 22094922
Email: nib.11777@sbi.co.in, sbi11777@yahoo.co.in
Contact Person: Mr. Anil Sawant
Website: www.statebankofindia.com

Self Certified Syndicate Banks

The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI ICDR Regulations, and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.

Banker to the Company

Vijaya Bank Ansal Chambers-II, Bhikaji Cama Place, New Delhi 110 066, India Telephone: +91 11 2617 0154/2617 0698 Facsimile: + 91 11 2619 4796 E-mail: del.bhikajicamaplace6020@vijayabank.co.in Contact Person: Mr. Salesh Kumar	**State Bank of India** Corporate Accounts Group Branch 11th - 12th Floor, J.V. Bhawan New Delhi 110 001, India Telephone: + 91 11 2337 4505/4515/4525 Facsimile: + 91 11 2335 3101 E-mail: sbi.09996@sbi.co.in Contact Person: Mr. Suresh Kumar Thapar
Indian Overseas Bank F-47, Malhotra Building Janpath, New Delhi 110 001, India Telephone: +91 11 2331 0560 Facsimile: +91 11 2335 9658 E-mail: janptbr@delsco.iobnet.co.in Contact Person: Mr. Ashish Gupta	**State Bank of Travancore** 3, Ansal Chambers- 1, 1st Floor, Bhikaji Cama Place, R.K. Puram, New Delhi 110 066, India Telephone: + 91 11 2619 1071 Facsimile: + 91 11 2616 5282 E-mail: rkpuram@sbt.co.in Contact Person: Mr. Rajesh Kumar Upreti
ICICI Bank Limited NBCC Place, ICICI Tower, Bhisham Pitahama Marg, Pragati Vihar, New Delhi 110 003, India Telephone: + 91 11 3027 8567 Facsimile: + 91 11 2439 0124 E-mail: arun.aggarwal@icicibank.com Contact Person: Mr. Arun Agarwal	**Punjab National Bank** 7, Bhikaji Cama Place New Delhi 110 607, India Telephone: + 91 11 2619 2856/ 2610 2303 Facsimile: + 91 11 2610 1756 E-mail: bo1988@pnb.co.in Contact Person: Mr. Harish Kumar
Corporation Bank Flat No. 124 to 130, 3, Ansal Chamber, Bhikaji Cama Place, New Delhi - 110066 Telephone: + 91 11 2619 3911 Facsimile: + 91 11 2618 1211 E-mail: cb0373@corpbank.co.in Contact Person: Mr. G. Venkarsahlu C.M.	**HDFC Bank Limited** FIG – OPS Department, Lodha, I Think Techno Campus, O-3 Level, Next to Kanjumarg Railway Station, Kanjumarg (East), Mumbai – 400 042 Telephone: + 91 22 3075 2928 Facsimile: + 91 22 2579 9801 E-mail: uday.dixit@hdfcbank.com Contact Person: Mr. Uday Dixit
Bank of Baroda UG, Ansal Chamber, 1, Bhikaji Cama Place, New Delhi 110 066, India Telephone: + 91 11 2619 8122/2618 6009 Facsimile: + 91 11 2619 4610 E-mail: bhicka@bankofbaroda.co.in	**Union Bank of India** Motibagh Branch, Pallika Bhawan, Sec. 13, R.K. Puram, New Delhi - 110066 Telephone: + 91 11 2410 0083 Facsimile: + 91 11 2467 6843 E-mail: motibagh@unionbankofindia.com

Contact Person: Mr. Ajesh Gupta	Contact Person: Mr. Vivek Kumar
IDBI Bank Limited Indian Red Cross Building, 1 Red Cross Road, New Delhi - 110066 Telephone: + 91 11 6628 1025 Facsimile: + 91 11 2375 2730 E-mail: narendra.singh@idbi.co.in Contact Person: Mr. Narendra Kumar Singh	**Axis Bank Limited** Business Banking Department, 5th Floor, Ashoka Estate, 24, Barakhamba Road, New Delhi – 110001 Telephone: +91 98183 33691/99587 66033 Facsimile: +91 4250 6565 E-mail: amit.mishra@axisbank.com/ shivats.mishra@axisbank.com Contact Person: Mr. Amit Mishra/Mr. Shirvats Mishra

Experts

M/s. M. Verma and Associates, Chartered Accountants, have provided their written consent for the inclusion of the report on the restated consolidated and standalone financial statements in the form and context in which it will appear in this Prospectus and the statement of tax benefits included on page 176, 220 and 90 respectively, and to be named as an expert in relation hereto, and such consent has not been withdrawn at the time of delivery of this Prospectus to SEBI.

Inter se allocation of responsibilities among the Book Running Lead Managers

The following table sets forth the *inter se* allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Co-ordination
•	Capital structuring with relative components and formalities such as type of instruments., etc.	I-Sec, IDFC and Kokak	I-Sec
•	Due-diligence of our Company including its operations / management / business plans / legal, etc. Drafting and design of the Draft Red Herring Prospectus, the Red Herring Prospectus including memorandum containing salient features of the Prospectus, drafting and approval of statutory advertisements. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and SEBI, including finalisation of Prospectus and the RoC filing	I-Sec, IDFC and Kokak	I-Sec
•	Drafting and approving all non-statutory and corporate advertisements	I-Sec, IDFC and Kokak	IDFC
•	Preparation and finalization of the road-show presentation and frequently asked questions for the road-show team	I-Sec, IDFC and Kokak	IDFC
•	Appointment of intermediaries, *viz.*, i. Printer(s) ii. Registrar iii. Advertising agency and iv. Bankers to the Issue	I-Sec, IDFC and Kokak	IDFC

•	Non-institutional and retail marketing of the Issue, which will cover, *inter alia*, ▪ Formulating marketing strategies, preparation of publicity budget ▪ Finalizing media and public relations strategy ▪ Finalizing centers for holding conferences for brokers, etc. ▪ Follow-up on distribution of publicity and Issuer material including application form, prospectus and deciding on the quantum of the Issue material ▪ Finalizing collection centres	I-Sec, IDFC and Kokak	IDFC
•	International Institutional marketing International Institutional marketing of the Issue, which will cover, inter alia, Institutional marketing strategy Finalizing the list and division of investors for one to one meetings, and Finalizing road show schedule and investor meeting schedules	I-Sec, IDFC and Kokak	Kotak
•	Domestic Institutional marketing Domestic Institutional marketing of the Issue Finalizing the list and division of investors for one to one meetings	I-Sec, IDFC and Kokak	IDFC
•	Co-ordination with Stock Exchanges for Book Building Process software, bidding terminals and mock trading	I-Sec, IDFC and Kokak	Kotak
•	Managing the book and finalisation of pricing by the Selling Shareholder and the Company in consultation with the Book Running Lead Managers	I-Sec, IDFC and Kokak	IDFC
•	Post bidding activities including management of escrow accounts, co-ordination of allocation, finalization of basis of allotment / weeding out of multiple applications, intimation of allocation and dispatch of refunds to bidders, dealing with the various agencies connected with the work such as registrars to the issue, bankers to the issue, Self Certified Syndicate Banks and the bank handling refund business etc. The designated coordinating Book Running Lead Manager shall be responsible for ensuring that the intermediaries fulfil their functions and enable him to discharge this responsibility through suitable agreements with our Company.	I-Sec, IDFC and Kokak	Kotak

Credit Rating

As the Offer is of equity shares, credit rating is not required.

Trustees

As the Offer is of equity shares, trustees are not required to be appointed.

IPO Grading Agency

As this is not an initial public offer of equity shares, grading of the Offer is not required.

Monitoring Agency

As this is an offer for sale, there is no requirement to appoint a monitoring agency.

Project Appraisal

No project appraisal is required as this is an offer for sale.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Offer Price will be determined by the Selling Shareholder and the Company in consultation with the BRLMs, after the Offer Closing Date. The principal parties involved in the Book Building Process are:

1) The Company;
2) The Selling Shareholder;
3) The BRLMs;
4) Syndicate Members who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as underwriters;
5) The Registrar to the Offer;
6) Non Syndicate Registered Brokers;
7) The Escrow Collection Banks/ Bankers to the Issue and the Refund Bank(s); and;
8) SCSBs.

This Offer is being made through the Book Building Process where not more than 50% of the Net Offer will be allocated on a proportionate basis to QIBs. Further, such number of Equity Shares representing 5% of the QIB Portion will be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. In the event that the demand from Mutual Funds is greater than 829,842 Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Offer Price.

In addition, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer will be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of the Selling Shareholder and the Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Further, 500,000 Equity Shares are reserved from the Offer for allocation on a proportionate basis to Eligible Employees under the Employee Reservation Portion, subject to valid bids being received at or above the Offer Price. Under sub-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

QIB Bidders and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Bid(s) during the Issue Period and withdraw their Bid(s) until finalization of Basis of Allotment. For further details, please see "Terms of the Offer" on page 329.

The Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI for this Offer. In this regard, the Company has appointed the BRLMs to manage this Offer and procure subscriptions to this Offer.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Steps to be taken by the Bidders for bidding:

- Check eligibility for Bidding (please see "Offer Procedure – 'Who Can Bid?' and 'Part B – General

Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Offer’" on page 339 and 352 of this Prospectus);

- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market; and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the circulars issued by SEBI, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (please see "Offer Procedure" on page 338 of this Prospectus);

- Ensure that the Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form;

- Bids by QIBs and Non-Institutional Bidders shall be submitted only through the ASBA process;

- Bidders can submit their Bids through ASBA either by submitting Bid cum Application Forms to (i) the Syndicate/Sub Syndicate at any of the Syndicate Bidding Centres, or the Non Syndicate Registered Brokers at any of the Non Syndicate Broker Centres, or (ii) the SCSBs with whom the ASBA Account is maintained. Bids by ASBA Bidders to the SCSBs through physical ASBA will only be submitted at the Designated Branches. For further details, please see “Offer Procedure – Submission of Bid cum Application Form” on page 370 of this Prospectus. ASBA Bidders should ensure that the specified bank accounts have adequate credit balance at the time of submission of the Bid cum Application Form to the Syndicate/Sub Syndicate, the Non Syndicate Registered Brokers, or SCSB to ensure that their Bid is not rejected; and

- Bids by QIBs shall be submitted to the Syndicate/Sub Syndicate, who are the Book Running Lead Managers or their affiliates. Bids by QIBs through physical or electronic Bid cum Application Form other than to the Syndicate/Sub Syndicate, who are Book Running Lead Managers or their affiliates, or to the Non Syndicate Registered Brokers, shall be submitted directly to the Designated Branches of the SCSBs, where the ASBA Account is maintained.

For further details, please see “Offer Procedure” on page 338.

Illustration of Book Building Process and the Price Discovery Process

(Bidders should note that the following is solely for the purpose of illustration and is not specific to the Offer)

Bidders can bid at any price within the price band. For instance, assuming a price band of ₹ 20 to ₹ 24 per share, an offer size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below, the illustrative book would be as given below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book shown below indicates the demand for the shares of the company at various prices and is collated from bids from various bidders.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription (%)
500	24	500	16.67
1,000	23	1,500	50.00
1,500	22	3,000	100.00
2,000	21	5,000	166.67
2,500	20	7,500	250.00

The price discovery is a function of demand at various prices. The highest price at which the offeror is able to issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. The offeror, in consultation with the book running lead managers, will finalize the offer price at or below such cut off, i.e., at or below ₹ 22. All bids at or above this offer price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Underwriting Agreement

After the determination of the Offer Price, but prior to filing of the Prospectus with the RoC, the Selling Shareholder, the Company and the Underwriters shall enter into an underwriting agreement for the Equity Shares proposed to be offered through this Offer. The underwriting arrangement shall not apply to the subscription by the ASBA Bidders who have submitted their Bids directly to the SCSBs or the Non Syndicate Registered Brokers in this Offer. Pursuant to the terms of the underwriting agreement, the obligations of the Underwriters are several and are subject to certain conditions to closing, as specified therein.

The underwriting agreement is dated February 13, 2014. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name and Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (In ₹ million)*
ICICI Securities Limited, ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020	11,231,220	1,684.68
IDFC Capital Limited, 2nd Floor, Naman Chambers, C – 32, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	11,231,220	1,684.68
Kotak Mahindra Capital Company Limited, 27 BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex Bandra (East), Mumbai - 400051	11,231,120	1,684.67
Kotak Securities Limited, 32, Raja Bahadur Compound, Opposite Bank of Maharastra, Mumbai Samachar Marg, Fort, Mumbai- 400023	100	0.02
Total	**33,693,660**	**5,054.05**

** Computed at the Offer Price of ₹ 150 per Equity Share and excludes Retail Discount and Employee Discount.*

Our Board believes that the Underwriters have sufficient resources to enable them to discharge their respective underwriting obligations in full. Each of the Underwriters is registered with SEBI under Section 12(1) of the SEBI Act or as a broker with the Stock Exchanges.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments. Notwithstanding the above table, the Underwriters will be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations mentioned in the underwriting agreement, will also be required to procure/subscribe for Equity Shares to the extent of the defaulted amount in accordance with the underwriting agreement.

Offer Programme

OFFER OPENS ON	FEBRUARY 6, 2014
OFFER CLOSES ON	FEBRUARY 12, 2014

CAPITAL STRUCTURE

Our Equity Share capital as on the date of filing of this Prospectus is as below.

(in ₹ million)

		Aggregate nominal value	Aggregate Value at Offer Price[(7)]
A.	**Authorized Share Capital**[(1)]		
	600,000,000 Equity Shares	3,000.00	-
B.	**Issued Share Capital**		
	337,017,600 Equity Shares	1,685.09	-
C.	**Subscribed and Paid up Share Capital**		
	336,936,600 Equity Shares[(2)]	1,684.68	
D.	**Present Offer in terms of the Red Herring Prospectus**[(3)]	168.47	4,981.34
	33,693,660 Equity Shares		
	Which comprises:		
i)	Employee Reservation Portion of 500,000 Equity Shares [(4)]	0.25	72.00
ii)	Net Offer of 33,193,660 Equity Shares	165.97	
	Of which:		
	(a) QIB Portion of not more than 16,596,830 Equity Shares[(5) (6)]	82.98	2,489.52
	(b) Non-Institutional Portion of not less than 4,979,049 Equity Shares [(6)]	24.90	746.86
	(c) Retail Portion of not less than 11,617,781 Equity Shares [(6)]	58.09	1,672.96
E.	**Paid up Share Capital after the Offer**		
	336,936,600 Equity Shares	1,684.68	--
F.	**Share Premium Account**		
	Before the Offer	Nil	
	After the Offer	Nil	

[(1)]*For information on changes in the authorized share capital of the Company, please see "History and Certain Corporate Matters" on page 150.*

[(2)] *The issued equity share capital of the Company is at variance with the subscribed and paid-up equity share capital of the Company because of the following:*

- *In accordance with a resolution passed by the shareholders at the extraordinary general meeting on February 14, 1997, the Board was authorised to issue up to 759,200 equity shares of ₹10 each to all regular employees of the Company. However, the Board allotted only 720,000 equity shares of ₹10 each to the regular employees of the Company and 39,200 equity shares of ₹10 each remained unsubscribed. The issue price in respect of equity shares which were allotted was to be paid in two calls, with 10% of the issue price payable on application and the remaining 90% of the issue price payable on allotment.*
- *On July 27, 2004, 1,300 Equity Shares were forfeited on account of non-payment of 90% of the call money on such equity shares.*
- *On May 7, 2010 (being the record date for the split), the face value of the equity shares of the Company was split from ₹10 per equity share to ₹5 per equity share and accordingly the 1,300 forfeited Equity Shares and 39,200 unallotted equity shares were increased to 2,600 and 78,400 Equity Shares, respectively and the total number of unsubscribed Equity Shares increased to 81,000.*

[(3)] *The MoPNG, through its letter no. no.G-38011/42/2009-Fin.I dated July 9, 2013 conveyed its approval for the Offer.*

[(4)] *Under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer*

[(5)] *5% of the QIB Portion (i.e., 829,842 Equity Shares) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% or 829,842 Equity Shares, the balance Equity Shares will be added to the QIB Portion and allocated to the QIBs in proportion to their Bids.*

[(6)] *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and the Company in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

[(7)] *Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.*

The Promoter presently holds 80.40% of the paid up Equity Share capital of the Company. After the Offer, the shareholding of the Promoter will be 70.40% of paid-up Equity Share capital of the Company.

Since the Offer is in the nature of a pure offer-for-sale, there will not be any change in the paid up capital and subscribed capital after the Offer.

Notes to the Capital Structure

1. Equity Shares issued for consideration other than cash

Except as detailed below, no equity shares of the Company have been issued for consideration other than cash.

Date of allotment*	Name of the Allottee	Number of Equity Shares allotted	Offer Price (₹.)	Reasons for allotment^
March 31, 1967	Bechtel International Corporation	3,961	-	Further issue of equity shares (1)
March 31, 1967	Mr. Ralph Morrison Dorman	4,125	-	Further issue of equity shares
September 24, 1980**	Existing shareholders of the Company as on September 24, 1980	25,000	100	Bonus issue
September 17, 1986**	Existing shareholders of the Company as on September 17, 1986	50,000	100	Bonus issue
March 18, 1992**	Existing shareholders of the Company as on March 18, 1992	100,000	100	Bonus issue
October 7, 1994	Existing shareholders of the Company as on October 7, 1994	1,600,000	100	Bonus issue
December 28, 1999	Existing shareholders of the Company as on December 1, 1999	37,437,400#	10	Bonus issue
May 8, 2010	Existing shareholders of the Company as on May 7, 2010	224,624,400	5	Bonus issue
Total		**263,844,886**		

(1) *Details not available.*
* *The Equity Shares were fully paid on the date of their allotment.*
** *Date of the shareholders resolution approving the bonus issue.*
^ These allotments were made pursuant to an agreement. A copy of the agreement is not available with the company. Therefore, the Company is not in a position to give information on the benefits which accrued to the Company by these issuances.
 # On February 14, 1997, the Company issued 720,000 equity shares to all regular employees of the Company, the issue price for which was to be paid in two calls. Pending the receipt of second call on these equity shares, the Company passed a resolution to announce a bonus issue of 37,440,000 equity shares on December 28, 1999 and accordingly filed the Form 2 with the RoC for 37,440,000 equity shares on January 27, 2000. The bonus issue of 37,440,000 equity shares included 2,600 equity shares to be issued on 1,300 partly paid equity shares. Annual Reports of the Company from the year 1999-2000 till 2003-2004 record that the 2,600 equity shares are pending to be issued on 1,300 Equity Shares on account of call in arrears. The 1,300 partly paid up Equity Shares were forfeited on July 27, 2004 and accordingly the 2,600 Equity Shares which were to be issued on these Equity shares were not issued. The Company is yet to file the revised Form 2 with the RoC modifying the number of issued Equity Shares from 37,440,000 to 37,437,400. See risk factor no. 20 in the section titled "Risk Factors" on page 26.

2. Build up, Contribution and Lock-in of Promoter

Details of build up of Promoters' shareholding in the Company:

As on the date of the Red Herring Prospectus, the Promoters hold 270,900,540 Equity Shares, equivalent to 80.40 % of the paid-up Equity Share capital of the Company. Set forth below are the details of the build up of our Promoters' shareholding:

Date of Allotment*/ Transfer	No. of Equity Shares^	Cumulative no. of Equity Shares	Face Value (₹.)	Issue/ Acquisition/ Transfer price (₹.)	% of pre-Offer Capital	% of post-Offer Capital	Consideration	Nature of Transaction
March 15, 1965	51	51	100	100.00	*Negligible*	*Negligible*	Cash	Initial subscription
March 31, 1966	2,040	2,091	100	100.00	*Negligible*	*Negligible*	Cash	Preferential allotment
September 23, 1966	1,785	3,876	100	100.00	*Negligible*	*Negligible*	Cash	Preferential allotment
November 23, 1966	458	4,334	100	100.00	*Negligible*	*Negligible*	Cash	Preferential allotment
March 31, 1967	8,416	12,750	100	100.00	*Negligible*	*Negligible*	Cash	Preferential allotment
June 14, 1967	12,250	25,000	100	*Record not available*	*Negligible*	*Negligible*	Cash	Transfer of 6,000 equity shares from Bechtel International

Date of Allotment*/ Transfer	No. of Equity Shares^	Cumulative no. of Equity Shares	Face Value (₹.)	Issue/ Acquisition/ Transfer price (₹.)	% of pre-Offer Capital	% of post-Offer Capital	Consideration	Nature of Transaction
								Corporation and 6,250 equity shares from Mr. Ralph Morrison Dorman
September 24, 1980**	25,000	50,000	100	-	0.01	0.01	Other than cash	Bonus Issue in the ratio of 1:1
September 17, 1986**	50,000	100,000	100	-	0.01	0.01	Other than cash	Bonus Issue in the ratio of 1:1
March 18, 1992**	100,000	200,000	100	-	0.03	0.03	Other than cash	Bonus Issue in the ratio of 1:1
October 7, 1994	1,600,000	1,800,000	100	-	0.47	0.47	Other than cash	Bonus issue in the ratio 8:1
October 7, 1994	18,000,000	18,000,000	10	-	5.34	5.34	-	The face value of the equity shares of ₹ 100 each was split to face value of ₹ 10 each
October 30, 1996	(50,000)	17,950,000	10	617.80	0.01	0.01	Cash	Disinvestment to CRB Mutual Fund
	(41,548)	17,908,452	10	546.55	0.01	0.01	Cash	Disinvestment to General Insurance Corporation of India
	(2,500)	17,905,952	10	775.00	*Negligible*	*Negligible*	Cash	Disinvestment to Goldcrest Finance India Limited
	(275,000)	17,630,952	10	566.82	0.08	0.08	Cash	Disinvestment to Gujarat lease Financing Limited
	(18,000)	17,612,952	10	561.11	0.01	0.01	Cash	Disinvestment to ICICI Trust Limited
	(4,152)	17,608,800	10	535.00	*Negligible*	*Negligible*	Cash	Disinvestment to Indian Bank Mutual Fund
	(1,000)	17,607,800	10	575.00	*Negligible*	*Negligible*	Cash	Disinvestment to Indian Overseas Bank
	(400,000)	17,207,800	10	569.75	0.19	0.19	Cash	Disinvestment to Life Insurance Corporation of India
	(16,400)	17,191,400	10	606.71	*Negligible*	*Negligible*	Cash	Disinvestment to National Insurance Corporation of India
	(10,000)	17,181,400	10	551.00	*Negligible*	*Negligible*	Cash	Disinvestment to Punjab National Bank
	(216,000)	16,965,400	10	646.87	0.06	0.06	Cash	Disinvestment to Stock Holding Corporation of India
	(38,500)	16,926,900	10	544.94	0.01	0.01	Cash	Disinvestment to New India Assurance Company Limited
	(5,000)	16,921,900	10	550.00	*Negligible*	*Negligible*	Cash	Disinvestment to United India Insurance Company Limited
December 28, 1999	33,843,800	50,765,700	10	-	10.04	10.04	Other than cash	Bonus issue in the ratio 2:1
May 7, 2010	101,531,400	101,531,400	5	-	30.13	30.13	-	The face value of the equity shares of ₹ 10 each was split to face value of ₹ 5 each
May 8, 2010	203,062,800	304,594,200	5	-	60.27	60.27	Other than cash	Bonus issue in the ratio 2:1
August10, 2010	(33,693,660)	270,900,540	5	290	10.00	10.00	Cash	Transfer in the further public offer.

* *The Equity Shares were fully paid on the date of their allotment.*
** *Date of the shareholders resolution approving the bonus issue.*
^ *None of the Equity Shares held by our Promoter are pledged.*

(b) Details of Promoter's Contribution and lock-in:

An aggregate of 20% of the post Offer capital of the Company held by our Promoter shall be considered as promoter's contribution ("**Promoter's Contribution**") and locked-in for a period of three years from the date of Allotment.

The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchanges before trading of the Equity Shares.

The Selling Shareholder pursuant to its undertakings through its letter dated July 9, 2013 granted consent to include 67,387,320 Equity Shares held by them as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose off in any manner, the Promoter's Contribution from the date of filing of the Draft Red Herring Prospectus until the commencement of the lock-in period specified above. Details of Promoter's Contribution are as provided below:

Name of the Promoter	No. of Equity Shares	% of Pre-Offer Capital	% of Post-Offer Capital
The President of India	67,387,320	20.00	20.00

All the Equity Shares held by our Promoter are in dematerialised form.

The Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from persons who are classified as 'promoters' of this Company as per the SEBI ICDR Regulations. All Equity Shares, which are to be locked-in, are eligible for computation of Promoter's contribution, as per the SEBI ICDR Regulations.

The above mentioned Equity Shares proposed to be included as part of the Promoter's Contribution:

(a) have not been subject to pledge with any creditor; or
(b) have not resulted, in the past three years, from a bonus issue by utilisation of revaluation reserves or unrealised profits of the Company or from a bonus issue against Equity Shares which are ineligible for Promoter's Contribution; or
(c) have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or from a transaction involving capitalisation of intangible assets; or
(d) are not arising out of securities acquired during the preceding one year, at a price lower than the price at which Equity Shares are being offered to the public in the Offer.

Further, the Company has not been formed by the conversion of a partnership firm into a company.

(c) Details of Equity Shares locked in for one year

The Selling Shareholder, pursuant to its letter dated July 9, 2013, granted approval for the lock-in of its entire post-Offer shareholding minus the Promoter's Contribution and the Equity Shares being offered in this Offer, for a period of one year from the date of transfer in the Offer or for such other time as may be required. However, up to 10,108,098 Equity Shares held by the Selling Shareholder will be included in the basket of shares representing the central public sector enterprises' exchange traded fund as per the decision of the Empowered Group of Ministers in its meeting dated January 10, 2014. These Equity Shares would be sold to the relevant asset management company for creation and allotment of units in the scheme proposed to be launched by the asset management company.

(d) Other requirements in respect of lock-in

The Equity Shares held by the Promoter, which are locked in for a period of one year, as specified above, may be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan. In terms of applicable law, the Equity Shares held by the Promoter may be transferred to any person of the promoter group or to new promoters or persons in control of the Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Takeover Code, as applicable.

3. Shareholding Pattern of the Company

The shareholding pattern of the Company as on January 24, 2014 is as follows:

Category Code	Category of Shareholder	Pre-Offer (as of January 24, 2014)		Post Offer*	
		Total Number of Equity Shares	**Total shareholding as a % of total no of Equity Shares As a percentage of (A+B)**	**Total Number of Equity Shares**	**Total shareholding as a % of total no of Equity Shares As a percentage of (A+B)**
(A)	**PROMOTER AND PROMOTER GROUP**				
(1)	Indian				
(a)	Individual /HUF	0	0.00	0	0.00
(b)	Central Government/State Government(s)	270,900,540	80.40	237,206,880	70.40
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions / Banks	0	0.00	0	0.00
(e)	Others	0	0.00	0	0.00
	Sub-Total A(1) :	**270,900,540**	**80.40**	**237,206,880**	**70.40**
(2)	Foreign				
(a)	Individuals (NRIs/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Others	0	0.00	0	0.00
	Sub-Total A(2) :	**0**	**0.00**	**0**	**0.00**
	Total A=A(1)+A(2)	**270,900,540**	**80.40**	**237,206,880**	**70.40**
(B)	**PUBLIC SHAREHOLDING**				
(1)	Institutions				
(a)	Mutual Funds /UTI	3,421,554	1.02	3,421,554	1.02
(b)	Financial Institutions /Banks	2,244,466	0.67	2,244,466	0.67
(c)	Central Government / State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	16,611,117	4.93	16,611,117	4.93
(f)	Foreign Institutional Investors	19,391,068	5.76	19,391,068	5.76
(g)	Foreign Venture Capital Investors	0	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0.00	0	0.00
(i)	Others	0	0.00	0	0.00
	Sub-Total B(1) :	**41,668,205**	**12.37**	**41,668,205**	**12.37**
(2)	Non-Institutions				
(a)	Bodies Corporate	4,949,531	1.47	4,949,531	1.47
(b)	Individuals				
	(i) Individuals holding nominal share capital upto Rs.1 lakh	16,569,601	4.92	16,569,601	4.92
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1,718,884	0.51	1,718,884	0.51
(c)	Others				
	Non Resident Indians	857,652	0.25	857,652	0.25
	Clearing Members	72,416	0.02	72,416	0.02
	Trusts	199,771	0.06	199,771	0.06
(d)	Qualified Foreign Investor	0	0.00	0	0.00
	Sub-Total B(2) :	**24,367,855**	**7.23**	**24,367,855**	**7.23**
	Total B=B(1)+B(2) :	**66,036,060**	**19.60**	**66,036,060**	**19.60**
	Public (Pursuant to the Offer) (B)(3)	**Nil**	**Nil**	**33,693,660 ****	**10.00**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**66,036,060**	**19.60**	**99,729,720**	**29.60**
	GRAND TOTAL (A+B) :	**336,936,600**	**100.00**	**336,936,600**	**100.00**

** This is based on the assumption that the existing shareholders, except the Selling Shareholder, shall continue to hold the same number of Equity Shares after the Offer. This does not include any Equity Shares that such shareholders (excluding our Promoter and Directors) may Bid for and be Allotted in the Offer.*

***Assuming that the Offer is fully subscribed.*

4. Shareholding of our Directors

The shareholding of our Directors as of the date of the Red Herring Prospectus is set forth below:

Sl. No.	Name of Director	Number of Equity Shares held
1.	Mr. Deepak Moudgil	340
2.	Mr. Sanjay Gupta	60
3.	Mr. Ajay Narayan Deshpande	3,940

5. A total of approximately 1.48 % of the Offer, i.e. 500,000 Equity Shares, has been reserved for allocation to Eligible Employees on a proportionate basis, subject to receipt of valid Bids at the Offer Price and subject to the maximum Bid Amount by each Eligible Employee not exceeding ₹ 200,000. Only Eligible Employees are eligible to apply in this Offer under the Employee Reservation Portion. Eligible Employees bidding under the Employee Reservation Portion may also Bid in the Net Offer and such Bids will not be treated as multiple Bids. If the aggregate demand in the Employee Reservation Portion is greater than 500,000 Equity Shares at the Offer Price, allocation will be made on a proportionate basis.

6. Any under-subscription in the Employee Reservation Portion will be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription will be allowed from the Employee Reservation Portion. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and the Company in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

7. A Bidder cannot make a bid for more than the number of Equity Shares offered through the Net Offer, subject to the maximum limit prescribed under relevant laws, applicable to each category of Bidders.

8. Our Promoter and Directors will not participate in this Offer.

9. Neither our Promoter, nor our Directors or their immediate relatives have purchased or sold any Equity Shares within the six months preceding the date of filing of the Draft Red Herring Prospectus with SEBI.

10. The Company confirms that all further issues of capital by the Company whether by way of bonus issue of Equity Shares or any other manner after being listed on the Stock Exchanges, have been made in compliance with the relevant provisions of the applicable rules and regulations as prevailing at the time of such issuances.

11. As on January 24, 2014, the total number of holders of our Equity Shares is 125,767.

12. Except as disclosed under "Capital Structure – Notes to capital structure – Equity Shares issued for consideration other than cash" on page 79, the Company has not issued any Equity Shares for consideration other than cash.

13. The Company has not issued any Equity Shares in the last one year.

14. The Company has not issued any Equity Shares out of its revaluation reserves.

15. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Prospectus.

16. The Company, Selling Shareholder, Directors and/or the BRLMs have not entered into any buy-back or standby arrangements and/or any other similar arrangements for purchase of Equity Shares offered in this Offer.

17. There will be no further issue of capital whether by way of public issue, bonus shares, preferential allotment, rights issue, qualified institutions placement, or in any other manner during the period commencing from the submission of the DRHP with SEBI until the Equity Shares in the Offer have been listed on the Stock Exchanges or until the application moneys are refunded on account of non listing, under subscription etc.

18. The Company does not have any intention, proposal, negotiations or consideration to alter its capital structure by way of split or consolidation of the denomination of the Equity Shares, or issue of Equity Shares on a preferential basis or a qualified institutions placement or issue of bonus or rights issue or further public issue of shares or any other securities, within a period of six months from the Offer Opening Date.

19. The Company has ensured that transactions in the Equity Shares, if any, by our Promoter between the date of filing of the Draft Red Herring Prospectus and the Offer Closing Date were intimated to the Stock Exchanges within 24 hours of such transaction.

20. As of the January 24, 2014, following is the shareholding of the BRLMs in the Company:

    - ICICI Securities and its associates hold no direct investment in the Company, except:
        - 3,683 Equity Shares held by ICICI Bank Limited as a clearing member, collected as collaterals from its client(s), as security for margin requirements
        - 3,423 Equity Shares held by ICICI Securities Limited under its equities broking operations where the clients are the ultimate beneficiaries
    - IDFC Capital Limited: Nil
    - Kotak Mahindra Capital Company Limited: Nil

21. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of the Draft Red Herring Prospectus.

22. There will be one denomination of the Equity Shares, unless otherwise permitted by law.

23. We will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

24. There has been no financing arrangement by which the Promoter, Directors and their relatives have financed the purchase by any other person of securities of the Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI.

25. No Equity Shares held by our Promoter are subject to any pledge.

26. The Company does not have any scheme of employee stock option or employee stock purchase.

OBJECTS OF THE OFFER

The object of the Offer is to carry out the disinvestment of 33,693,660 Equity Shares by the Selling Shareholder. The Company will not receive any proceeds from the Offer and all proceeds shall go to the GoI.

Offer-Related Expenses

The estimated Offer expenses are as under:

S. No.	Activity Expense	Amount (₹. million)	Percentage of Total Estimated Offer Expenditure	Percentage of Offer Size
1.	Fees of the Book Running Lead Managers	46.00	30.81%	0.92%
2.	Underwriting commission, Fees to the Bankers to the Offer, brokerage and selling commission (including commission and processing fees to SCSBs for ASBA Applications, commission to Non Syndicate Registered Brokers, as applicable)*	7.16	4.79%	0.14%
3.	Fees of the Registrar to the Offer	1.88	1.26%	0.04%
4.	Advertisement and marketing expenses	74.29	49.76%	1.49%
5.	Other Expenses (Auditors' fees, legal fees, regulatory fees, listing fees etc.)	19.98	13.38%	0.40%
	Total	**149.31**	100.00%	3.00%

**To be finalized at the time of finalization of Basis of Allotment.*

The GoI shall bear the expenses directly pertaining to the Offer.

Processing fees payable to SCSBs

In relation to Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, up to 5% of the Selling Commission payable to the members of the Syndicate for such Bid cum Application Forms will be available for distribution as processing fee to the relevant SCSBs (the "**Syndicate ASBA Processing Fee**"). The Syndicate ASBA Processing Fee will be divided by the total number of Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, to arrive at the per application Syndicate ASBA Processing Fee ("**Per Application Syndicate ASBA Processing Fee**"), which will be subject to a cap of ₹ 10 per Bid cum Application Form. For calculating the total number of Bid cum Application Forms procured by the members of the Syndicate as above, Bid cum Application Forms procured by the members of the Syndicate in the QIB category and submitted to the relevant branches of the SCSBs at the Specified Locations will also be included. Each SCSB will receive a product of the Per Application Syndicate ASBA Processing Fee, and the number of Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant SCSBs at the Specified Locations for processing. The remaining Selling Commission in relation to Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, after deducting the Syndicate ASBA Processing Fee, will be payable to the members of the Syndicate.

Commission Payable to Non Syndicate Registered Brokers

Subject to the cap as mentioned below, the commission payable to the Non Syndicate Registered Brokers shall be as follows:

- Size of the Bid cum Application Form Commission Payable up to Rs. 100,000: Rs. 10 per Bid cum Application Form which is considered eligible for Allotment in the Offer

- Greater than Rs. 100,000: Rs. 15 per Bid cum Application Form which is considered eligible for Allotment in the Offer.

The total Non Syndicate Registered Broker Commission to be paid to the Non Syndicate Registered Brokers for the Bid cum Application Forms procured by them which are considered eligible for Allotment in the Offer ("**Eligible Bid cum Application Forms**") calculated as per the table above, shall be capped at 0.35%, 0.15% and 0.25% of the product of the number of Equity Shares Allotted to Retail Individual Investors, Non-Institutional Investors and Eligible Employees bidding in the Employee Reservation Portion, respectively, and the Offer Price in relation to the Eligible Bid cum Application Forms procured by them (the "**Maximum Brokerage**"). In case the total Non Syndicate Registered Broker Commission payable to the Non Syndicate Registered Brokers exceeds the Maximum Brokerage, then the commission paid to the Non Syndicate Registered Brokers per Eligible Bid cum Application Form as per the table above would be proportionately adjusted such that the total Non Syndicate Registered Broker Commission payable to them does not exceed the Maximum Brokerage. The terminal from which the Bid has been uploaded will be taken into account in order to determine the commission payable to the relevant Non Syndicate Registered Broker. The Non Syndicate Registered Broker Commission payable to Non Syndicate Registered Brokers shall be inclusive of all taxes. The above-mentioned Offer expenses will be borne by the Selling Shareholder. The Government will bear the expenses relating to the payment of brokerage to the brokers etc. In the first instance the brokerage will be paid by the appointed BRLMs and on successful completion of the transaction, the brokerage would be reimbursed on production of documentary proof of actual disbursement within the stipulated period of one month from the date of finalization of the basis of allotment.

BASIS FOR OFFER PRICE

The Offer Price of ₹ 150 (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees) has been determined by the Selling Shareholder and the Company in consultation with the BRLMs, on the basis of assessment of market demand from the investors for the offered Equity Shares by way of the Book Building process. The face value of the Equity Shares is ₹ 5 each and the Offer Price is 29 times the face value at the lower end of the Price Band and 30 times the face value at the higher end of the Price Band. Investors should also refer to the sections "Risk Factors" and "Financial Information" on page 18 and 176 of this Prospectus.

QUALITATIVE FACTORS

- Leadership position in project implementation - from concept to commissioning
- Operations in diverse geographies
- Technology-driven integrated turnkey and total solutions consultancy services
- Robust financial position
- Integrated project management capabilities with a focus on quality, HSE, cost efficiencies and timely implementation
- Qualified and motivated employee base and proven management team

For more details on qualitative factors, please see "Business" on page 113 of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our audited standalone and consolidated restated financial statements prepared in accordance with Indian GAAP.

The shareholders of the company in their EGM held on April 22, 2010 approved sub division of equity shares of face value of ₹ 10 each into 2 equity shares and issue of bonus shares in the ratio of 2:1. Post sub-division and bonus issue, the Company's share capital has increased from 56,156,100 equity shares of ₹ 10 each to 336,936,600 Equity Shares. Accordingly all accounting ratios mentioned below have been calculated post split and bonus issue.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. EARNING PER SHARE (EPS)[(1)(2)]

As per our restated Standalone Summary Statements:

Year ended	Basic & Diluted EPS (in Rs.)	Weight
March 31, 2013	16.98	3
March 31, 2012	18.89	2
March 31, 2011	15.25	1
Weighted Average	17.33	

As per our restated Consolidated Summary Statements:

Year ended	Basic & Diluted EPS (in Rs.)	Weight
March 31, 2013	17.09	3
March 31, 2012	19.11	2
March 31, 2011	15.5	1
Weighted Average	17.50	

(1) Earning per share represents basic earnings per share calculated as net profit attributable to equity shareholders as restated divided by a weighted average number of shares outstanding at the end of the year.
(2) Face value per share is Rs.5

Note:

a) The earning per share has been computed on the basis of the restated profits and losses of the respective years.
b) The denominator considered for the purpose of calculating earnings per share is the weighted average number of Equity Shares outstanding at the end of the year.

c) EPS calculations have been done in accordance with Accounting Standard 20-"Earning per share" issued by the Institute of Chartered Accountants of India.

2. PRICE EARNING RATIO (P/E RATIO)

Price/Earning (P/E) ratio in relation to Offer Price of ₹ 150 per share of face value of ₹ 5 each (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees):

a) As per our restated standalone summary statements for year ended March 31, 2013: 8.83
b) As per our restated consolidated summary statements for year ended March 31, 2013: 8.78
c) Industry P/E – We are an engineering consultancy company principally focused on the oil and gas and petrochemicals industries and not having any peer group listed companies in India with which we can be compared with

3. RETURN ON NET WORTH[(1)]:

Return on net worth as per restated standalone financial statements

Year ended	RONW (%)	Weight
March 31, 2013	25.36%	3
March 31, 2012	33.16%	2
March 31, 2011	33.85%	1
Weighted Average	29.38%	

Return on net worth as per restated consolidated financial statements

Year ended	RONW (%)	Weight
March 31, 2013	24.88%	3
March 31, 2012	32.62%	2
March 31, 2011	33.37%	1
Weighted Average	28.88%	

[(1)]Return on net worth represents restated net profit after tax, divided by net worth (excluding revaluation reserve/capital grant received against fixed assets) as at year end.

4. Minimum return on increased net worth required to maintain pre-Offer EPS for the year ended March 31, 2010:

There will be no change in the net worth post-Offer as the Offer is by way of offer for sale by the Selling Shareholder.

5. NET ASSET VALUE PER EQUITY SHARE:

a. As of March 31, 2013 (Consolidated) : ₹ 68.69
b. As of March 31, 2013 (Standalone) : ₹ 66.98
c. Offer Price: ₹ 150 per Equity Share (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees)
d. As of March 31, 2013 (Consolidated) after the Issue[(1)] : ₹ 68.69
e. As of March 31, 2013 (Standalone) after the Issue[(1)] : ₹ 66.98

Net asset value per Equity Share represents net worth (excluding revaluation reserve / capital grant received against fixed assets) as restated, divided by the number of Equity Shares outstanding at the end of the year.

[(1)] There will be no change in the net worth post-Offer, due to the Offer, as the Offer is by way of offer for sale by the Selling Shareholder.

6. COMPARISON WITH INDUSTRY PEERS:

We are an engineering consultancy company principally focused on the oil and gas and petrochemicals industries and not having any peer group listed companies in India with which we can be compared with.

Since the Offer is being made through the 100% book building process, the Offer Price will be determined on the basis of investor demand.

The face value of our Equity Shares is ₹ 5 each and the Offer Price is 30 times of the face value of our Equity Shares.

The Offer Price of ₹ 150 (a discount of ₹ 6 to the Offer Price has been offered to Retail Individual Bidders and Eligible Employees) has been determined by the Selling Shareholder and the Company, in consultation with the BRLMs on the basis of the demand from investors for the Equity Shares through the Book-Building Process and is justified based on the above accounting ratios. For further details, see the section "Risk Factors" on page 18 and the financial information of the Company including important profitability and return ratios, as set out in the "Financial Statements of the Company" stated on page 176 to have a more informed view. The trading price of the Equity shares of the company could decline due to the factors mentioned in "Risk Factors" on page 18 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

The Board of Directors,
Engineers India Limited,
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi -110066
India

Dear Sirs,

We hereby certify that the enclosed statement states the possible tax benefits available to Engineers India Limited (the Company) and to its shareholders under the provisions of Income Tax Act, 1961 and other direct tax laws, presently in force in India. Several of the benefits outlines in the statement will be dependent upon the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence the ability of the Company or its shareholders to derive the tax benefits will be dependent upon such conditions being fulfilled.

The benefits discussed in the enclosed statement as Annexure - I are possible direct tax benefits subject to the compliance of conditions set out under the provisions of Income tax Act, 1961. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

i. the Company is currently availing any of these benefits or will avail these benefits in future; or
ii. the Company's shareholders will avail there benefits in future; or
iii. the conditions prescribed for availing the benefits would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of the understanding of the business activities and operations of the Company.

This statement is intended solely for informational purposes for the inclusion in the Offer Document in connection with the Proposed Offer for Sale of Equity Shares of "the Company" by the President of India ("the Offer") and is not to be used in, referred to or distributed for any other purpose.

For M.Verma & Associates
Chartered Accountants

(Madan Verma)
Partner
Membership Number: 088396
Firm Registration No.: 501433C

Place: New Delhi
Dated: 27.12.2013

<u>Annexure 1</u>

STATEMENT OF TAX BENEFITS

The following possible tax benefits shall be available to the Company and the prospective shareholders under the Current Direct Tax Laws. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon the fulfilling such conditions.

A. To the Company

Under the Income Tax Act, 1961 (IT Act)

- In accordance with and subject to the provisions of Section 35, the Company would be entitled to deduction in respect of expenditure laid out or expended on scientific research related to the business.

- By virtue of Section 10 (34) of the IT Act, income earned by way of dividend income from another domestic company referred to in Section 115-0 of the IT Act, are exempt from tax in the hands of the company, subject to provisions of section 14A and rules framed there under.

- By virtue of section 10(35) income earned by way of dividend from units of mutual funds specified under section 10 (23D) is exempt from tax, subject to the provisions of Section 14A and Rules framed there under.

- By virtue of section 86 of the IT Act, share of income of members of an Association of Persons is exempt from tax provided the Association of Person is chargeable to tax at Maximum Marginal Rate or any higher rate.

- While calculating dividend distribution tax as per provision of Section 115-0, the reduction shall be allowed in respect of the dividend received by a domestic company from a subsidiary company during the financial year provided the subsidiary company has paid tax on such dividend. It is further provided that same amount of dividend shall not be taken into the reduction more than once. For this purpose, a company shall be subsidiary of another company, if such other company holds more than half in nominal value of the equity share capital of another company.

B. To the Members of the Company

B1. Under the Income Tax Act, 1961(IT Act)

1. All Members

- By virtue of Section 10(34) of the IT Act, income earned by way of dividend income as referred to as in Section 115-0 of the IT Act, are exempt from tax in the hands of the shareholders, subject to provisions of section 14A and rules framed there under, wherever applicable.

- By virtue of Section 10(38) inserted by Finance (No.2 Act, 2004) income arising from transfer of long term capital asset, being an equity share in the Company is exempt from tax, if the transaction of such sale has been entered into on or after the date on which Chapter VII of the Finance (No.2) Act, 2004 comes into force and such transaction is chargeable to Securities Transaction Tax under that Chapter.

- By virtue of Section 111A of the Income Tax Act, short term capital gain on transfer of equity share in the Company shall be chargeable to tax @ 15% (Plus applicable surcharge and education cess), if the transaction of such sale has been entered into on or after the date on which Chapter VII of the Finance (No.2) Act, 2004 comes into force and such transaction is chargeable to Securities Transaction Tax under that Chapter.

2. Resident Members

- In terms of Section 10(23D) of the Income Tax Act, 1961, all mutual funds set up by public sector banks or public financial institutions or mutual funds registered under the Securities and Exchange Board of India or authorized by the RBI subject to the conditions specified therein are eligible for exemption from income tax on their entire income, including income from investment in the shares of the company, subject to provisions of section 14A and rules framed there under, wherever applicable.

- Under Section 54EC of the Income Tax Act, 1961 and subject to the conditions and to the extent specified therein, long term capital gains (not covered under section 10(38) of the Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain up to Rs. 50 lacs are invested within a period of six months from the date of transfer in "Long Term specified assets".

- If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

- Under Section 54F of the Income Tax Act, 1961 and subject to the conditions and to the extent specified thereto, long term capital gains (in cases not covered under section 10(38) of the Act) arising to an individual or Hindu Undivided Family (HUF) on transfer of shares of the Company will be exempt from capital gain tax subject to other conditions, if the net sales consideration from such shares are used for purchase of residential house property within a period of one year before and two year after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

- If any part of the net sales consideration is reinvested the exemption will be reduced proportionately. The amount so exempted shall be chargeable to tax subsequently, if residential property is transferred within a period of three years from the date of purchase/construction. Similarly, if the shareholder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house, the original exemption will be taxes as capital gains in the year in which the additional residential house is acquired.

- Under Section 112 of the Income Tax Act,1961and other relevant provisions of the Act, long term capital gains (not covered under Section 10(38) of the Act) arising on transfer of shares in the Company, if shares are held for a period exceeding 12 months shall be taxes at a rate of 20% (plus applicable surcharge and education cess) after indexation as provided in the second proviso to Section 48 or at 10% (plus applicable surcharge and education cess) (without indexation) at the option of the Shareholders.

3. Non Resident Indians / Members (other than FIIs and Foreign Venture Capital Investors)

Tax on Investment Income and Long Term Capital Gain

- A non-resident Indian (i.e. an individual being a citizen of India or person of Indian Origin) has an option to be governed by the provisions of Chapter XIIA of the Income Tax Act, 1961 viz. "Special Provisions Relating to certain Incomes of Non-Residents". ·

- Under Section 115E of the Income Tax Act, 1961, where shares in the Company are subscribed for inconvertible Foreign Exchange by a Non Resident Indian, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months shall (in cases not covered under Section 10(38) of the Act) be concessionally taxed at the flat rate of 10% (plus applicable, surcharge and education cess) without indexation benefit but with protection against foreign exchange fluctuation.

- As per section 90(2) of the Act, the provision of the Act would prevail overthe provision of the tax treaty to the extent they are more beneficial to the Non Resident. Thus, a Non Resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

Capital gain on transfer of Foreign Exchange Assets, not to be charged in certain cases

- Under provisions of Section 115F of the Income Tax Act, 1961, long term capital gains (not covered under Section 10(38) of the Act) arising to a non resident Indian from the transfer of shares of the Company subscribed to in convertible Foreign Exchange shall be exempt from Income Tax if the net consideration is reinvested in specified assets within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

Return of Income not to be filed in certain cases

- Under provisions of Section 115G of the Income Tax Act, 1961, it shall not be necessary for a Non-Resident Indian to furnish his return of Income if his only source of income is investment income or long term capital gains or both arising out of assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from.

Other Provisions

- Under Section 115-1 of the Income Tax Act, 1961, a Non-Resident Indian may elect not to be governed by the provisions of Chapter XII-A for any Assessment Year by furnishing his Return of Income under Section 139 of the Income Tax Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year and if he does so the provisions of this chapter shall not apply to him instead the other provisions of the Act shall apply.

- Under the first proviso to Section 48 of the Income Tax Act, 1961, in case of a non- resident, in computing the capital gains arising from transfer of shares of the Company acquired in convertible foreign exchange (as per Foreign Exchange Regulation Act,1973), the capital gains shall be computed by converting the cost of acquisition into the same foreign currency as was initially utilized in the purchase of the shares, and the capital gains so computed shall be reconverted into Indian currency. Cost indexation benefits will not be available in such a case.

- Under Section 54EC of the Income Tax Act, 1961 and subject to the conditions and to the extent specified therein, long term capital gains (not covered under section 10(38) of the Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain up to Rs. 50 lacs are invested within a period of six months from the date of transfer in "Long Term specified assets". If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

- Under Section 54F of the Income Tax Act, 1961and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising to an individual on transfer of shares of the Company will be exempt from capital gain tax subject to other conditions, if the net sales consideration from such shares are used for purchase of residential house property within a period of one year before and two year after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

- If any part of the net sales consideration is reinvested the exemption will be reduced proportionately. The amount so exempted shall be chargeable to tax subsequently, if residential property is transferred within a period of three years from the date of purchase/construction. Similarly, if the shareholder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house, the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

4. Foreign Institutional Investors (FIIs).

- By virtue of Section 10(34) of the IT Act, income earned by way of dividend income as referred to in Section 115-0 of the IT Act, are exempt from tax in the hands of the institutional investor, subject to the provisions of section 14A and rules framed there under wherever applicable.
- The income by way of short term capital gains or long term capital gains (not covered under Section 10(38) of the Act) realized by FIIs on sale of shares in the Company would be taxes at the following rates as per Section 115AD of the Income Tax Act,1961.

  - Short term capital gains 30% (plus applicable surcharge and education cess) and 15% (plus applicable surcharge and education cess), if transaction for the sale is subject to security transaction tax.

  - Long term capital gains- 10% (without cost indexation plus applicable surcharge and education cess).

(shares held in a company would be considered as a long term capital asset provided they are held for a period exceeding 12 months).

- Under Section 54EC of the Income Tax Act, 1961and subject to the condition and to the extent specified therein, long term capital gains (not covered under section 10(38) of the Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain are invested within a period of 6 months after the date of such transfer for a period of 3 years in "Long term specified assets". If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

- As per section 90(2) of the Act, the provision of the Act would prevail over the provision of the tax treaty to the extent they are more beneficial to the Non Resident. Thus, a Non Resident can opt to be governed by the beneficial provision of an applicable tax treaty.

5. Venture Capital Companies/Funds

- In terms of Section 10 (23FB) of the Income Tax Act, 1961, all Venture Capital Companies / Funds registered with Securities and Exchange Board of India subject to the conditions specified, are eligible for exemption from income tax on all their income, including income from dividend.

B.2 Under the Wealth Tax Act, 1957

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of Section 2 (ea) of Wealth Tax Act, 1957, hence Wealth Tax Act will not be applicable.

Notes:

- All the above benefits are as per the current tax law as amended by the Finance Act, 2013 and will be available only to the sole/first named holder in case the shares are held by joint holders.
- In respect of non residents, taxability of capital gains mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements, if any, between India and the country in which the non-resident has fiscal domicile.
- In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.
- The above statement of possible direct taxes benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.

SECTION IV- ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information presented in this section has been extracted from publicly available documents and reports prepared by third party consultants, which have not been prepared or independently verified by the Company, the Book Running Lead Managers or any of their respective affiliates or advisors. Certain data has been reclassified for the purpose of presentation and much of the available information is based on best estimates and should therefore be regarded as indicative only and treated with appropriate caution. Certain financial and other numerical amounts specified in this section have been subject to rounding adjustments; figures shown as totals may not be the arithmetic aggregation of the figures which precede them. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as on specific dates and may no longer be current.

Overview of the Indian Economy

With a GDP of US$1.825 trillion (2012 estimated), India is, according to the CIA Factbook, the world's fourth largest economy in Purchasing Power Parity (PPP) terms (the GDP for 2012 in PPP terms is estimated at approximately US$4.761 trillion). Per-capita GDP, in turn, is estimated at US$3,900 in 2012 in PPP terms. India is now one of the fastest growing economies in the world. According to the CIA Factbook, India's real GDP growth rate at factor cost was 6.50% in 2012. However, due to India's high population of more than 1.22 billion (July 2013 estimate), the per-capita consumption of most energy related products is extremely low. *(Source: Central Intelligence Agency, World Factbook - India, updated on December 4, 2013)*

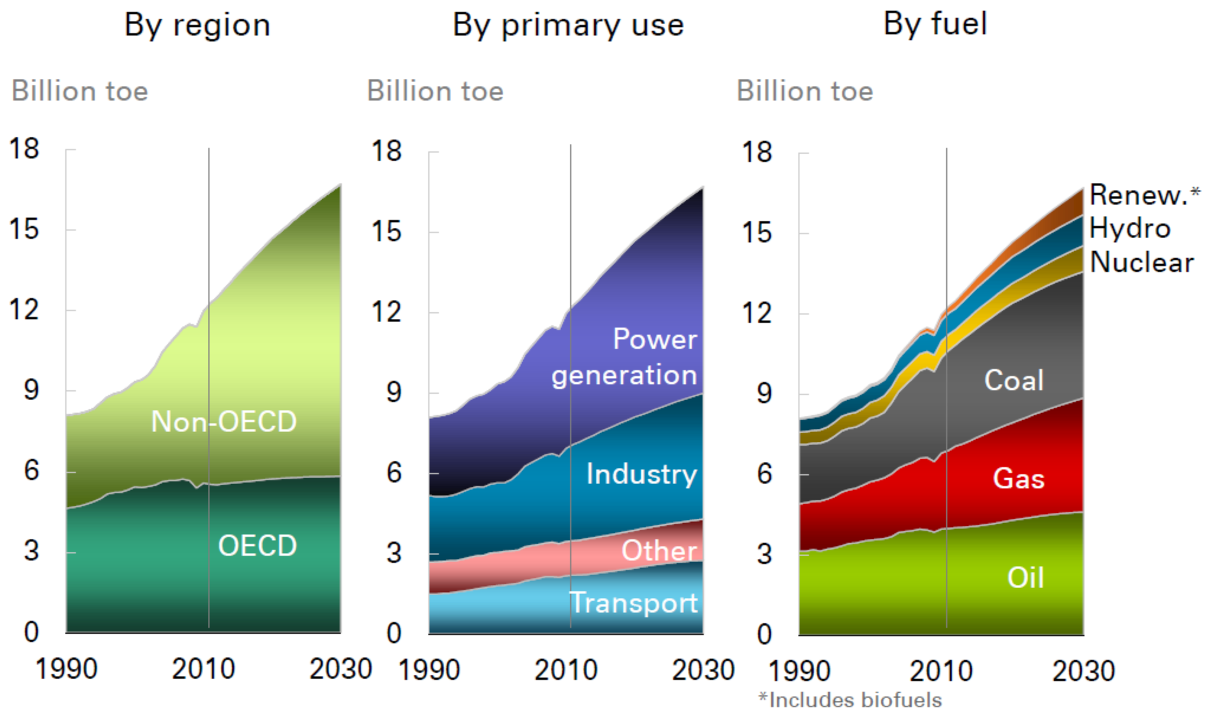
Overview of the Engineering and Construction Industry

Engineering and construction activity is integral to the energy industry, infrastructure, and industrial development and involves engineering construction services for pipelines, storage terminals and processing facilities, urban infrastructure, townships, highways, bridges, roads, railroads, ports, airports, and power systems. A significant part of the global engineering and construction activity is concentrated in the oil and gas industry, the power sector and the metals and mining sector and is dominated by a few industry majors.

Global Energy

According to the BP Energy Outlook 2030 (Jan, 2013), population and income growth would be the key drivers behind growing demand for energy. By 2030 the world population is projected to reach 8.3 billion, which means an additional 1.3 billion people will need energy and world income in 2030 is expected to be roughly double the 2011 level in real terms. World primary energy consumption is projected to grow by 1.6% p.a. from 2011 to 2030, adding 36% to global consumption by 2030. Low and medium income economies outside the OECD are projected to account for over 90% of population growth to 2030. Due to their rapid industrialisation, urbanisation and motorisation, they also contribute 70% of the global GDP growth and over 90% of the global energy demand growth. Non-OECD energy consumption in 2030 is expected to be 61% above the 2011 level, with growth averaging 2.5% p.a. (or 1.5% p.a. per capita), accounting for 65% of world consumption (compared to 53% in 2011). OECD energy consumption in 2030 is projected just 6% higher than in 2011 (0.3% p.a.), and will decline in per capita terms (-0.2% p.a. 2011-30). Energy used for power generation is expected to grow by 49% (2.1% p.a.) 2011-30, and shall account for 57% of global primary energy growth. Primary energy used directly in industry is expected to grow by 31% (1.4% p.a.), accounting for 25% of the growth of primary energy consumption. The fastest growing fuels are renewables (including biofuels) with growth averaging 7.6% p.a. 2011-30. Nuclear (2.6% p.a.) and hydro (2.0% p.a.) both grow faster than total energy. Among fossil fuels, gas grows the fastest (2.0% p.a.), followed by coal (1.2% p.a.), and oil (0.8% p.a.). (*Source: BP Energy Outlook 2030 - Jan 2013)*

The following chart shows the growth in industrialization and the corresponding demand for energy.

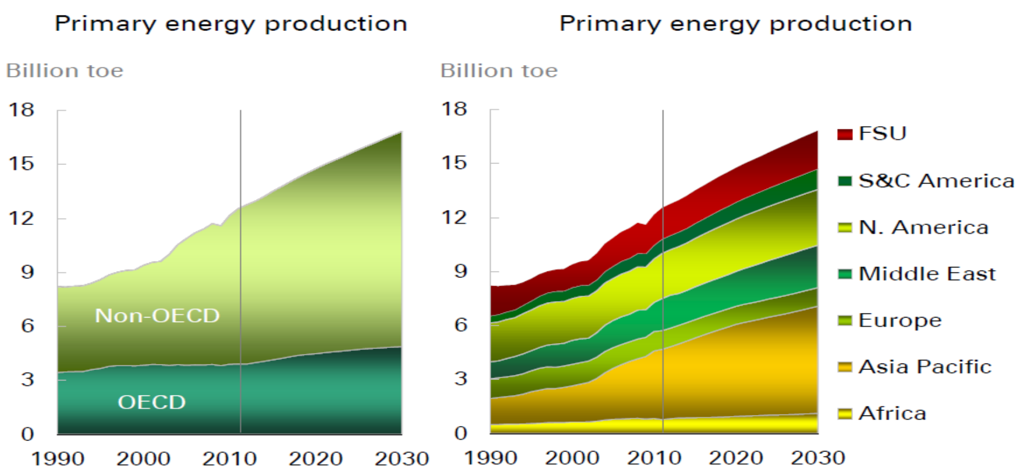


(Source: BP Energy Outlook 2030 - Jan 2013)

Industry leads the growth of final energy consumption, particularly in rapidly developing economies. The industrial sector accounts for 57% of the projected growth of final energy demand to 2030. *(Source: BP Energy Outlook 2030 - Jan 2013)*

World primary energy production growth matches consumption, growing by 1.6% p.a. from 2011 to 2030. As is the case for energy consumption, growth in production will be dominated by the non-OECD countries, which is expected to account for 78% of the world's increase. These countries will supply 71% of global energy production in 2030, up from 69% in 2011 and 58% in 1990. The Asia Pacific region, the largest regional energy producer, shows the most rapid growth rate (2.2% p.a.), due to large indigenous coal production, and accounts for 48% of global energy production growth. The region is projected to provide 35% of global energy production by 2030. The Middle East and North America is expected to contribute the next largest increments for supply growth; and North America remains the second largest regional energy producer. (*Source: BP Energy Outlook 2030 - Jan 2013*)

The following chart shows the growth in energy production in different regions.

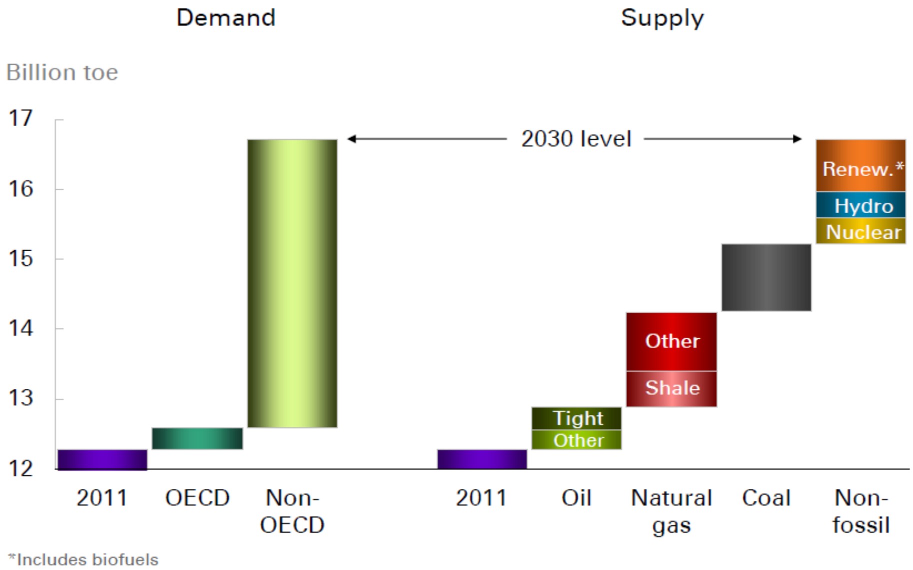


(Source: BP Energy Outlook 2030 - Jan 2013)

Global energy intensity in 2030 is expected to be 31% lower than that in 2011, declining at 1.9% p.a. compared to a decline rate of 1.0% p.a. for 2000-10. The rate of decline accelerates post 2020, averaging 2.2% p.a. for 2020-30, in large part the result of China moving onto a less energy-intensive development path. Energy intensity declines in all regions. The impact of declining energy intensity can be seen clearly in the gap between GDP and energy consumption. Without the projected intensity decline, the world would need to almost double energy supply by 2030 to sustain economic growth, rather than the projected 36% increase. *(Source: BP Energy Outlook 2030 - Jan 2013)*

Energy demand growth is matched by supply. Despite all the growth from shale, renewables and other sources, conventional fossil fuel supplies are still required to expand, providing almost half the growth in energy supply. *(Source: BP Energy Outlook 2030- Jan 2013)*

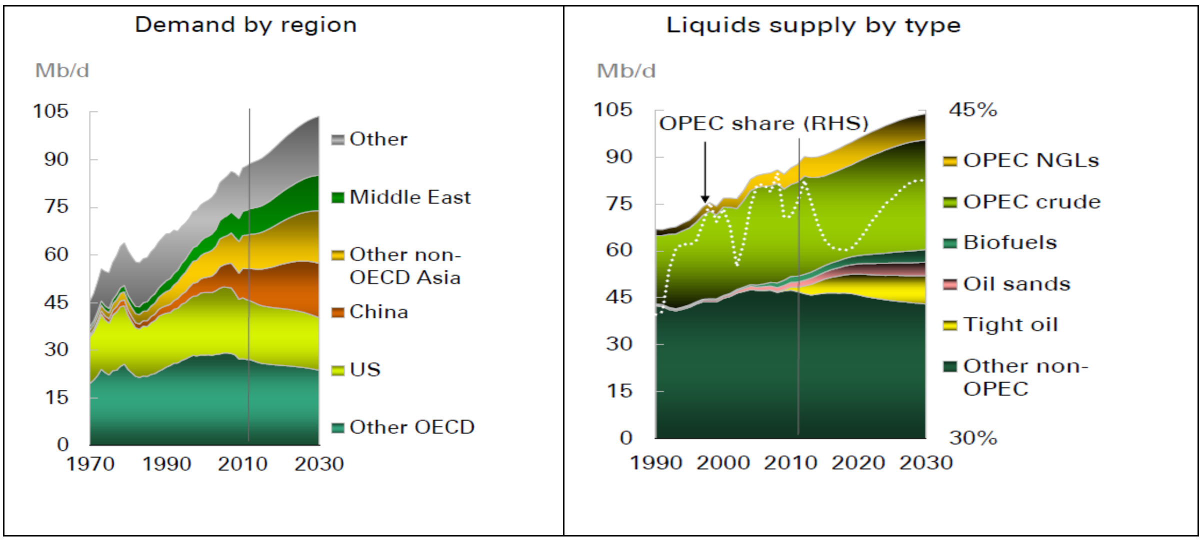
The following chart shows the correlation between demand and supply in energy.



(Source: BP Energy Outlook 2030 - Jan 2013)

Global liquids consumption is projected to reach 104 Mb/d by 2030 but growth has slowed down to 0.8% p.a. (from 1.4% p.a. in 1990-2010 and 1.9% p.a. in 1970-90). OECD consumption is expected to fall to 40.5 Mb/d, 1 Mb/d below the 1990 level. Non-OECD consumption is likely to overtake the OECD by 2014, and reach 63 Mb/d by 2030 which is 2½ times the 1990 level. (*Source: BP Energy Outlook 2030 - Jan 2013)*

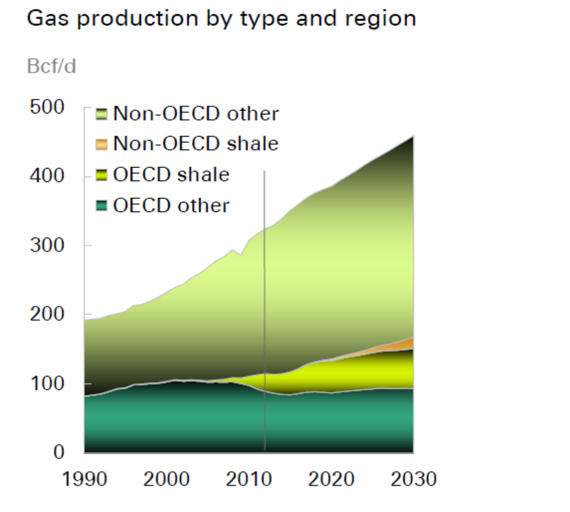
The following chart shows the global demand for liquids by region and the corresponding supply by type.

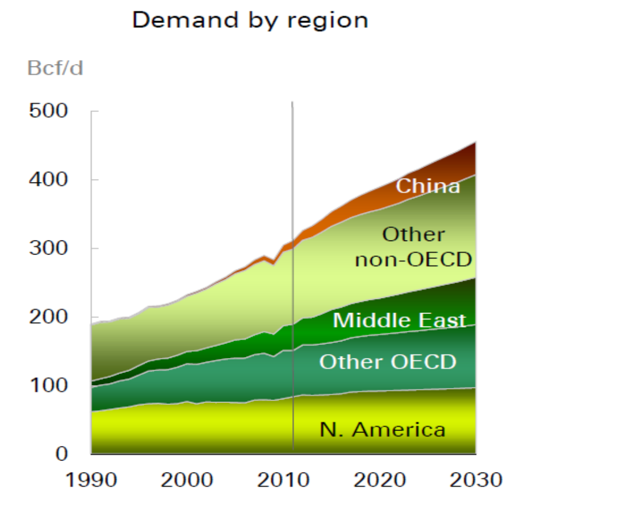


(Source: BP Energy Outlook 2030 - Jan 2013)

Total natural gas production is projected to grow by 2% p.a., reaching 459 Bcf/d by 2030. Most of the growth originates from non-OECD countries (2.2% p.a.), accounting for 73% of world gas production growth. The OECD also shows growth (1.5% p.a.), as declines in Europe are more than offset by strong growth in North America and Australia. By 2030 Non-OECD will account for 67% of total supply, up from 64% in 2011. Meanwhile, OECD shale gas is set to account for 12.5%, up from just 6% in 2011. (*Source: BP Energy Outlook 2030 - Jan 2013)*

The following chart shows the demand in natural gas and the corresponding production by type and region.

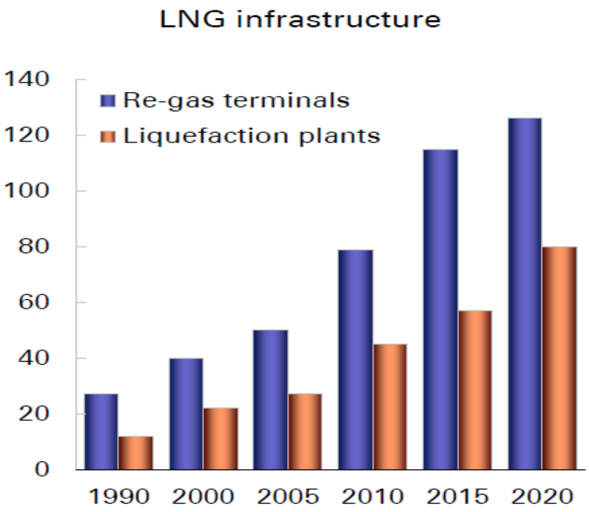




(Source: BP Energy Outlook 2030- Jan 2013)

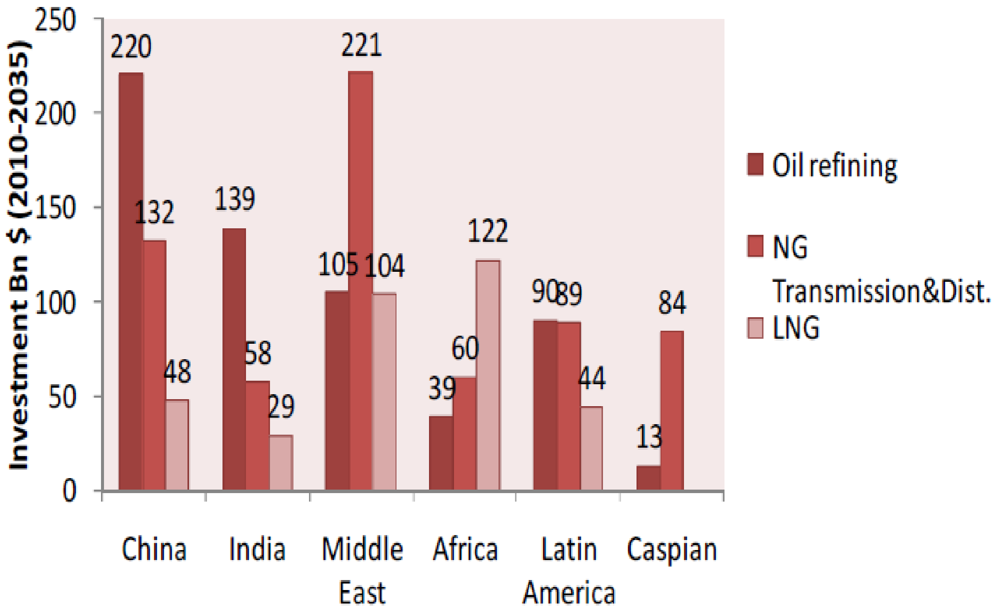
LNG production is expected to grow by 4.3% p.a., accounting for 15.5% of global gas consumption by 2030. Inter-regional pipeline trade is expected to grow by 3.0% p.a. to 2030. (*Source: BP Energy Outlook 2030 - Jan 2013*)

The following chart shows the projected growth in LNG production for the period upto 2020.



(*Source: BP Energy Outlook 2030- Jan 2013*)

As per the World Energy Outlook, 2010 and 2011, the Middle East, Africa, Latin America and the Caspian region are likely to have an investment of about US$ 700 billion in oil refining and NG transmission & distribution segments during the next 25 years. (*Source: World Energy Outlook 2010*)



(*Source: Based on the data from theWorld Energy Outlook 2010*)

Indian Oil and Gas Industry

The development of the Indian oil and gas industry traces its beginnings to the nineteenth century with the initial discovery of oil in Digboi, Assam in the northeast of India by the Assam Railway and Trading Company. Following independence, GoI made accelerated development of the oil and gas sector a major priority, given the industry's strategic significance for industrial development and defence. In the 1950s, the GoI entered the oil and gas sector by establishing an exploration and development entity, the Oil and Natural Gas Directorate in 1955, thus creating state-owned refinery companies (Indian Refineries Limited in 1958 and Indian Oil Company Limited in 1959, which were merged to form the Indian Oil Corporation Limited in 1964) and forming exploration and development joint ventures with existing domestic and foreign oil and gas companies (establishing Oil India Limited with the Burma Oil Company and the Assam Oil Company and Indo-Stanvac Petroleum Company Limited, a joint venture between the GoI and Standard Vacuum Oil Company).

Beginning in the early 1990s, as India's reliance on oil imports rose, the GoI embarked on a series of reforms aimed at partially deregulating the oil and gas sector, with a goal of rationalising the industry, improving efficiency, reducing the cost of government subsidies and encouraging private sector investment. Important measures included opening the refining, exploration and production segments to private investment, permitting the sale of limited amounts of LPG and kerosene by private entities outside of the state-owned distribution channels, and allowing foreign oil companies to enter the domestic lubricant market. Perhaps most significantly, in the late 1990s the GoI began deregulating the refining business and adopted a phased lifting of price controls on the entire range of petroleum products. This was fully implemented by April 2002, except in the cases of natural gas, LPG and kerosene, and to a lesser extent in respect of HSD and motor spirit, the prices of which are not controlled, but which are sold at prices below cost, by public sector oil companies, supported by government subsidies.

According to BP Statistical Review of World Energy, June, 2013, India in 2012 was the world's fourth largest consumer of energy (563.50 MTOE), behind the United States, China and Russia. Oil's share of the energy mix has remained relatively stable, representing approximately 30.45% of the total primary energy consumption in 2012. Natural gas in the overall energy mix in India in 2012 was approximately 8.71%. (*Source: BP Statistical Review of World Energy 2013, June 2012*)

As per statistics from MoP&NG, India's consumption of petroleum products has risen from 112 MMT in 2004-05 to 148 MMT in 2011-12. While overall primary energy consumption has increased, per capita consumption remains below that of more developed countries. (*Source: Basic Statistics on Indian Petroleum & Natural Gas 2011-12, dated, September 2012*)

Indian Exploration and Production

The first step in oil and gas exploration is identifying the prospective site for oil or gas production. For this, a variety of techniques are utilized, including core sampling (physically removing and testing a cross-section of the rock) and seismic testing, where return vibrations from shockwaves are measured and calibrated. After these exploratory tests, drilling commences to confirm the presence of oil or gas.

The main infrastructure development activities relating to the exploration and development sector are building up process platforms, laying of pipelines, oil and gas collecting stations and other surface facilities for evacuation of crude oil and natural gas from field areas to delivery points. Infrastructure development activities in the exploration and development sector are highly dependent on the location of oil and gas fields either on land or offshore, size of the reservoir, prevailing prices of crude oil and natural gas as well as techno-economic consideration of the development plan of the discoveries. *(Source: Report of the Working Group on Petroleum and Natural Gas for the Eleventh Plan (2007-2012), November 2006 ("Working Group Report 2006"))*

Once a site is identified, a development plan is established, equipment necessary to produce commercially recoverable oil and gas in the field is installed and development wells are drilled. Following the development of a well site, production commences.

Exploration activity, prior to NELP, was dominated by public sector firms such as ONGC and OIL. The discovery of massive Mumbai High fields in 1974 gave a major boost to the sector as these fields still continue to be the mainstay of India's indigenous production. Realizing that these fields would gradually deplete over time and no major discoveries were being brought into production, the GoI introduced the NELP, with the objective of encouraging private sector participation in the oil and gas sector. (*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon exploration and production activities India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

Investment opportunities in the Indian hydrocarbon industry.

The Hydrocarbon Vision 2025 of the MoPNG, proposes amongst others, the following activities for the upstream sector:

(a) Focus on oil security through intensification of, exploration efforts and achievement of 100% coverage of unexplored basins in a time bound manner to enhance domestic availability of oil and gas.

(b) Secure acreages in identified countries having high attractiveness for ensuring sustainable long term supplies.

(c) Open up the hydrocarbon market so that there is free and fair competition, between public sector enterprises, private companies and other international players.

The DGH has been instrumental in promoting exploration and sound management of the petroleum and natural gas resources as also non-conventional hydrocarbon energy resources, having regard for the environment, safety, technological and economic aspects through the NELP launched in 1999 and the CBM policy in 2001. The award of 249 Blocks under the nine rounds of NELP and the 33 Blocks awarded under four round of CBM has been up to 31.03.2012 instrumental in not only accelerating the exploration activities, but also in bringing the 'state of the art' technology and a healthy competitive atmosphere in this sector. In addition to the two national oil companies, viz. OIL and ONGC, there are 84 exploration and production players, comprising of 45 operators and 39 non operators, currently working in India. (*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activities India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

DGH is also responsible for exploration and development of other non conventional hydrocarbon energy resources like gas hydrates, shale oil and shale gas etc. With the global resources for the unconventional gas excluding gas hydrates touching the 32,560 TCF mark, these resources are also under focus. (*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activities India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

India has an estimated sedimentary area of 3.14 million sq km. comprising 26 sedimentary basins, out of which, 1.35 million sq km. area is in deepwater and 1.79 million sq km. area is in on land and shallow offshore. At present 0.93 million sq km. area is held under Petroleum Exploration Licenses ("PEL") in 19 basins by national oil companies viz. ONGC, OIL and Private/Joint Venture companies. Before implementing the NELP in 1999, 11% of Indian sedimentary basins were under exploration, which has now increased significantly. *(Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activites India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

There have been different regimes in the matter of mining lease/ licenses for exploration/ production of oil and gas, namely:

(a) PEL and PML granted to national oil companies ONGC and OIL, on nomination basis.

(b) Mining Licences granted under small / medium size discovered field PSCs,

(c) PEL and PML granted under Pre-NELP PSCs

(d) PEL and PML granted under the NELP.

(*Source:Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activites India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

New Exploration Licensing Policy:

The NELP was formulated by the GoI, with the Directorate General of Hydrocarbons (DGH) as a nodal agency, during 1997-98 to provide a level playing field to both public and private sector companies in exploration and production of hydrocarbons. NELP has been conceptualized keeping in mind the immediate need for increasing domestic production.

To attract more investment in oil exploration and production, NELP has steered steadily towards a healthy spirit of competition between national oil companies and private companies. This has been a landmark event in the growth of the upstream oil sector in India. The foreign and Indian private companies are invited to supplement the efforts of national oil companies in the discovery of hydrocarbons. The development of E&P sector has been significantly boosted through this policy of GoI, which brought major liberalization in the sector and opened up E&P for private and foreign investment, where 100% foreign direct investment is allowed.

Under NELP, which became operational in February 1999, acreages are offered to the participating companies through the process of open global competitive bidding. The terms and conditions of this open and transparent policy rank amongst the most attractive in the world. The first round of offer of blocks was in the year 1999 and the latest ninth round in 2010. The GoI has so far completed nine rounds of offer of acreages under NELP where in 360 exploration blocks have been offered and 249 blocks have been awarded till 31.03.2012. Oil and Oil-Equivalent Gas (O+OEG) in place reserve accretion under NELP is approximately 735.7 million metric tonnes.

(*Source: Directorate General of Hydrocarbon under Ministry of Petroleum &Natural Gas, HydroCarbon Exploration and production activites India 2011-12 available at http://www.dghindia.org/pdf/1DGH%20Annual%20Report%202011-12.pdf)*

The following table depicts the status of blocks under NELP.

Status of Blocks under NELP

Round	Offered	Awarded				Relinquished	Operational
		Deep Water	Shallow Water	Onland	Total		
NELP-I	48	7	16	1	24	17	7
NELP-II	25	8	8	7	23	18	5
NELP-III	27	9	6	8	23	9	14
NELP-IV	24	10	-	10	20	3	17
NELP-V	20	6	2	12	20	6	14
NELP-VI	55	21	6	25	52	-	52
NELP-VII	57	11	7	23	41	-	41
NELP-VIII	70	8	11	13	32	-	32
NELP-IX	34	-	2	12	14*	-	14
TOTAL	**360**	**80**	**58**	**111**	**249**	**53**	**196**

* Awarded till 31.03.2012

(*Source: Directorate General of Hydrocarbons Annual Report 2011-12*)

Capacity additions under 12th Five Year Plan

Refineries

Refinery capacity in India as indicated on MoPNG website is 215 MMTPA.

Major expansion of existing refineries targeted in 12th Five Year Plan are listed below as per MoP&NG:

S.No.	Name of the Company	Location of the Refinery	Increase in Capacity, MMTPA
1	Indian Oil Corporation Limited (IOCL)	Koyali, Vadodara, Gujarat	4.300
2	Indian Oil Corporation Limited (IOCL)	Haldia, West Bengal	0.500
3	Hindustan Petroleum Corporation Limited (HPCL)	Mumbai, Maharashtra	2.000
4	Hindustan Petroleum Corporation Limited (HPCL)	Visakhapatnam, Andhra Pradesh	6.700
5	Bharat Petroleum Corporation Limited (BPCL)	Mumbai, Maharashtra	1.500
6	Bharat Petroleum Corporation Limited (BPCL)	Kochi, Kerala	6.000
7	Chennai Petroleum Corporation Limited (CPCL)	Manali, Tamil Nadu	.600
8	Numaligarh Refinery Limited (NRL)	Numaligarh,	5.000
9	Mangalore Refinery & Petrochemicals Limited (MRPL)	Mangalore, Karnataka	3.000
10	Bharat Oman Refinery Limited (Bharat Petroleum Corporation Limited & Oman Oil Company, Joint Venture), Bina	Bina, Madhya Pradesh	3.000
11	Essar Oil Limited (EOL); Private Sector	Jamnagar, Gujarat	18.000
TOTAL		**50.600**	

(*Source:* http://petroleum.nic.in/refinery.pdf)

New grassroots refineries coming in the near future as per MoPNG are indicated below:

S.No.	Name of the Company	Location of the Refinery	Capacity, MMTPA *	Expected date of Commissioning
1	Indian Oil Corporation Limited (IOCL)	Pardip, Orissa	15.000	Sept,2013
2	Nagarjuna Oil Corporation Limited (NOCL)	Cuddalore, Tamil Nadu	6.000	Last quarter of 2013-14
3	Maharashtra Refinery, (HPCL)	Ratnagiri	9.000	Last quarter of 2016-17
4	Barmer Refinery (HPCL)	Pachpadra	9.000	Last quarter of 2017
TOTAL			**39.000**	

(Source: http://petroleum.nic.in/refinery.pdf)

Estimated Total Gas Availability during 12th Plan *(2012-17) as per MoPNG

(Fig. in MMSCMD)

Source	Gas Availability during 12th Plan					Total
	2012-13	2013-14	2014-15	2015-16	2016-17	
Domestic Sources	124	149	170	177	209	829
Imports-LNG	63	87	87	129	150	516
Total Availability	**187**	**236**	**257**	**306**	**359**	**1345**

Presently, LNG re-gasification capacity in the country is 13.60 MMTPA (10 MMTPA at PLL's terminal at Dahej and 3.60 MMTPA at Shell's terminal at Hazira). (*Source: GoI, Ministry of Petroleum and Natural Gas, Planning Commission, report of the "Working Group on Petroleum and Natural Gas Sector for the 12th Five Year Plan (2012-2017)" dated November 2011)*

Increase in refining capacity and the natural gas infrastructure would require necessary additions in oil and gas pipeline network in the country.

Hydrocarbon Sector : Investment Scenario under 12th Plan as per MoPNG

The 12th Five Year Plan size approved by Planning Commission stands at ₹ 47.70 trillion, 135% more than the Investments realized in the 11th Five Year Plan (2007-12).

Financial outlay for Oil and Gas Sector during 12th Five Year Plan as per MoPNG is as below:

(₹ billion)

Sector	Total 12th Plan Outlay
Exploration & Production	**2836.74**
Refinery & Marketing	**1055.97**
Petro-Chemical	**173.14**
Total	**4065.90**

Petrochemicals

Ethylene and propylene being the two major building blocks in the petrochemicals industry, their demand is often reflective of the overall petrochemical market. Projected demand and capacity of ethylene is estimated to increase from 3.785 MMT and 3.867 MMT in 2011-12 to 6.805 MMT and 7.087 MMT respectively in 2016-17. At the same time the demand and capacity of propylene is projected to increase from 3.7 MMT and 4.117 MMT in 2011-12 to 4.823 MMT and 4.987 MMT respectively in 2016-17. *(Source: Planning Commission, Report of the Sub-Group on Petrochemicals for the 12th Five Year Plan dated January 2012) (available at http://planningcommission.gov.in/aboutus/committee/wrkgrp12/wg_petro1603.pdf)*

Fertilizers

Gas based fertilizer plants are planned during the next few years. resulting in increase in urea capacity in the country from 24 MMTPA at present to 32 MMTPA by 2016-17. *(Report of the working group on fertilizer industry for the 12th plan 2012-12 to 2016-17 available at http://planningcommission.gov.in/aboutus/committee/wrkgrp12/wg_fert0203.pdf).* A total investment of at least ₹ 400,000 million is required at current capital costs in order to increase the capacity of urea to 33.7 million tonnes by 2016-17. (*Source: Report of the Working Group on Fertilizer Industry for the 12th Plan, Department of Fertilizers)*

Further, there is an emphasis on conversion of present naphtha/fuel and oil based plants to use of natural gas as feed stock.

Mining and Metallurgy Sector

The mineral deposits are geological entities within the earth's crust having anomalous concentration of some elements of value. Such concentrations are inhomogenously distributed in the earth's crust, largely controlled by the polarity of tectono-magmatic domains created by the crustal evolutionary processes and or produced by conducive surficial environments and processes. Besides appropriate concentration, the elements should be available in appropriate physico-chemical state, which would be amenable to their economic winning. In order to ensure the survival and prosperity of future generations, it is of paramount importance for mankind to understand the earth and its dynamic processes and to harness the earth resources without offending the natural forces that balance the ecological systems of biosphere and atmosphere. (*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf*)

The earth's resources have been tapped and utilized from the prehistoric era. The objective was solely resource utilization without much understanding of the factors controlling the localization of economic minerals and no appreciation for environmental impact of such exploitations. Mineral assets of any country play a direct role in the growth and prosperity of a country and its people. It is therefore, unavoidable that substantial investments are made for exploration of these assets through different agencies having the skills to do the job. Consumption of minerals and their required production has been consistently high in developed countries. Statistics demonstrates that 20% of world population residing in Europe, North America, Japan and other developed countries consume bulk of the mineral resources. Analysis of current data, however, establishes that the demand in these countries has reached a saturation level. Current trends indicate that demand of the remaining 80% of the global population would increase manifold from the current low levels in the coming years, which may lead to a serious crisis. This being the background, developing countries including India continue prioritizing the vital activity of updating the National Geoscientific Information and base line data for the purpose of identifying new geological domains potential for housing additional mineral resources. It is also needed to intensify activities of mineral search using modern techniques thus augmenting mineral production keeping in view the future needs of the country. (*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf)*

The geological and metallogenic history of India is similar to mineral rich Australia, South Africa, South America, and Antarctica, all of which formed a continuous landmass prior to the breaking up of Gondwanaland. India has globally significant mineral resources: according to the Ministry of Mines 2012-13 Annual Report, India's contribution in 2010-11 in world's production of coal, bauxite and iron ore account for 8.0%, 5.8% and 8.0% of the world's total resources, and its coal, bauxite, iron, baryte, chromium, limestone and manganese deposits are among the 10 largest in the world by country. In terms of production, during 2010-11 India was among the leading producers in the world of mica, barite, chromium and talc, bauxite and coal, iron ore and kyanite, manganese ore and steel, zinc, and aluminum. India continued to be wholly or largely self-sufficient in minerals which constitute primary mineral raw materials to industries, such as, thermal power generation, iron & steel, ferro-alloys, aluminum, cement, various types of refractories, china clay-based ceramics, glass, chemicals like caustic soda, soda ash, calcium carbide, titania white pigment, etc. India is, by and large, self-sufficient in coal (with the exception of very low ash coking coal required by the steel plants) and lignite among mineral fuels; bauxite, chromite, iron and manganese ores, ilmenite and rutile among metallic minerals; and almost all the industrial minerals with the exception of chroysotile asbestos, borax, fluorite, kyanite, potash, rock phosphate and elemental sulphur. (*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf)*

The National Mineral Policy-2008 reflects the seriousness and the concern of the GoI for the development of the mineral sector. It has been revised to attune it to the current realities in world economy, barriers to international trade and dismantled investment flows. To keep pace with new mineral policy, acts and rules are being evolved in order to adapt to international best practices. (*Source: Government of India, Ministry of Mines - Report of the working group on Mineral exploration and development(other than coal and lignite) for the 12th five year plan . Sub group- I on survey and mineral exploration, dated October 2011, available at http://mines.nic.in/writereaddata%5CContentlinks%5C6b0b0e9c0fa540c9a51801df96697531.pdf)*

The total value of mineral production (excluding atomic minerals) during 2012-13 has been estimated at ₹ 2,346.1266 billion. (*Source: Ministry of Mines Annual Report 2012-2013)*

Growing global demand for minerals and metals, particularly in Asia, together with the GoI's policy, are expected to result in new opportunities for Indian and foreign mining companies operating in India, which in turn is expected to lead to increased engineering construction activity in the Indian mining and metallurgy sector.

Aluminium

Aluminium is the most abundant metal in the earth's crust. In India, the electrical sector is the largest consumer of aluminium and the bulk of it is used in overhead conductors and power cables. Global aluminium production is forecast to increase by about 3.4% (47.15 million tonnes) in 2012. The global aluminium consumption in 2010 and 2011 was 40.96 million tonnes and 44.92 million tonnes respectively. India produced 1.629 million tonnes of aluminium in 2010-11 and 1.671 million tonnes in 2011-12, which was approximately 3.7% of world aluminium production. *(Source: Ministry of Mines, Annual Report 2012-2013)*

It is projected that aluminium production capacity in India at the end of the 12th Plan period would be about 4.7 Million Tonnes. This would require about 9.2 Million Tonnes of alumina. So, if all the announced alumina capacity additions fructify, India would be surplus in alumina and would be a significant player in alumina trade. To produce 13.3 Million Tonnes of alumina at the end of the 12th Plan period, the bauxite requirement would be about 40 Million Tonnes. All efforts are being directed towards ensuring bauxite availability to the alumina refineries. *(Source: Planning Commission, Report of Sub- Group II Metals and Minerals- Strategy based upon the demand and supply for mineral sector)(available at http://mines.gov.in/new/subgroup2.pdf)*

Category	Capacity after 11th Plan	Addition in 12th plan	Total at end of 12th plan
Aluminum	1.7 mmtpa	3 mmtpa*	4.7 mmtpa
Alumina for making Al	4.6 mmtpa	8.7 mmtpa*	13.3 mmtpa (9.2 for domestic + balance for trading)
Bauxite required for making Alumina			40 mmtpa#

** Projects under various stages of execution*
 # Concerns on availability of Bauxite for meeting the Alumina Production targets
(Source: Planning Commission, Report of Sub- Group II Metals and Minerals- Strategy based upon the demand and supply for mineral sector)(available at http://mines.gov.in/new/subgroup2.pdf)

Copper

Copper is a base metal of strategic importance and is an essential component of energy efficient motors and transformers. Copper is used in sectors such as defense, space programme, railways, power cables, and telecommunication cables. At present, the demand for copper minerals for primary copper production is met through two sources i.e. copper ore mined from indigenous mines and imported concentrates. The major players in the industry produced 509,272 tonnes during 2012-2013 (data up to December 2012), which is lower than the installed capacity of 949,500 tonnes. *(Source: Ministry of Mines, Annual Report 2012-2013)*

India’s refined copper consumption has increased at 10% per annum over last four years. Electrical, transport and consumer durable manufacturing sector are expecting to lead the growth in future copper demand. The future copper demand by 2015-16 is projected at GDP growth rate of 8% is 1.2 million tonnes. HCL, Birla, Sterlite have indicated expansion plans of production capacities in the coming five years to meet the concentrate requirement(in copper terms) of 1.38 million tonnes by producing 1.34 million tonnes at the end of 2015-16. *(Source: Planning Commission, Report of Sub- Group II Metals and Minerals- Strategy based upon the demand and supply for mineral sector)(available at http://mines.gov.in/new/subgroup2.pdf)*

Indian Construction Industry

The Indian construction industry sector is witnessing high growth spurred by the large spends on ongoing infrastructure development projects. The nodal agencies for sectors intrinsic to the Indian construction industry and the GoI have ambitious infrastructure development plans. Indian engineering and construction companies have recorded high growth rates in recent years from significant activity in the power sector, transportation, petroleum and urban infrastructure. In recent years, GoI’s focus and sustained increased budgetary allocation and increased funding by international and multilateral development finance institutions for infrastructure development in India has resulted in or is expected to result in several large infrastructure projects in this region.

According the Planning Commission's report, the 12th Five Year Plan envisages a total investment of US$ one trillion in the infrastructure sector to bridge the infrastructure deficit and sustain the desired growth momentum. (*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II)*

Relevant Infrastructure Sectors in India

The GoI's focus and sustained increased budgetary allocation and increased funding by international and multilateral development finance institutions for infrastructure development in India has resulted in or is expected to result in several large infrastructure projects in this region. GoI has developed various alternate sources of fund raising for infrastructure projects, which is being used to fund the road projects such as the Golden Quadrilateral. GoI is actively engaged in raising funds from multi-lateral financial development institutions such as the World Bank, and Asian Development Bank, to promote various projects in India. There are also various initiatives being taken to encourage private sector participation, such as tax breaks for investments in infrastructure. (Source : FICCI and E&Y report titled "Accelerating PPP in India") (available at *http://www.ey.com/Publication/vwLUAssets/Accelerating_PPP_in_India/$FILE/Accelerating%20PPP%20in%20India%20-%20FINAL(Secured).pdf*)

Power Sector in India

Continued economic development, lifestyle changes and a growing population are increasing the demand for energy in India. According to the Integrated Energy Policy of the Planning Commission of India, 2006, in order to deliver a sustained growth rate of 8.0% through 2031-2032, India needs to increase its electricity generation capacity by at least five to six times based on 2003-2004 levels. The power sector has been a key driver of GoI's infrastructure push, accounting for a large share of infrastructure contracts awarded by GoI in the current calendar year. (*Source: GoI, Planning Commission - Integrated Energy Policy of the Planning Commission of India, 2006, report of the expert committee dated August 2006*) (*available at http://planningcommission.gov.in/reports/genrep/rep_intengy.pdf*)

A comprehensive blueprint for power sector development has been prepared encompassing an integrated strategy with the objective of having reliable, quality power at optimum cost that is commercially viable. The strategies to achieve the objectives would include focusing on power generation, transmission and distribution, regulation, financing, conservation and communication.(*Source: GoI, Planning Commission - Integrated Energy Policy of the Planning Commission of India, 2006, report of the expert committee dated August 2006*) (*available at http://planningcommission.gov.in/reports/genrep/rep_intengy.pdf*)

Planned capacity addition

As set forth below, the GoI has projected a planned capacity addition of 88,537 MW during the 12th Five Year Plan. (*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II)*

Capacity addition proposed during the 12th Five Year Plan (Planning Commission)
(Figures in MW)

Type of Capacity	***Additions Planned(Provisional)***
Thermal	*72,340*
Coal	*69,800*
Gas	*2,540*
Hydro	*10,897*
Nuclear	*5,300*
Total	***88,537***

Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II)

In addition, grid interactive renewable capacity addition of about 30,000 MW during 12th five year plan is planned comprising of 15000 MW wind, 10000 MW Solar, 2100MW small hydro and the balance primarily from bio mass. (*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II)*

Water

India is endowed with a rich and vast diversity of natural resources, water being one of them. Its development and management plays a vital role in agriculture production. Integrated water management is vital for poverty reduction, environmental sustenance and sustainable economic development. National Water Policy (2002) envisages that the water resources of the country should be developed and managed in an integrated manner. *(Source: GoI, Ministry of Water Resources, National Water Policy (2012)*

The requirement of water for various sectors was assessed by the NCIWRD in 2000. This requirement is based on the assumption that the irrigation efficiency will increase to 60% from the present level of 35-40%. The standing committee of the Ministry of Water Resources, GoI, also assesses it periodically. (*Source: Journal of Land and Rural Studies article titled "Rethinking Water Governance --The Water Crisis" dated June 1, 2013*) (available at : http://www.indiawaterportal.org/sites/indiawaterportal.org/files/journal_of_land_and_rural_studies-2013-nayar-75-94.pdf)

The table below states the projected water requirement for the various sectors for the periods stated:

Water Requirement for Various Sectors						
Sector	**Water Demand in km³ (or bcm)**					
	Standing Sub- Committee of MoWR			**NCIWRD**		
	2010	**2025**	**2050**	**2010**	**2025**	**2050**
Irrigation	688	910	1072	557	611	807
Drinking water	56	73	102	43	62	111
Industry	12	23	63	37	67	81
Energy	5	15	130	19	33	70
Others	52	72	80	54	70	111
Total	**813**	**1093**	**1447**	**710**	**843**	**1180**

(*Source: GoI, Ministry of Water Resources, Planning Commission, Report of the Working Group on Water Resources for the XIth Five Year Plan (2007-2012, dated December, 2006) (available at: http://planningcommission.nic.in/aboutus/committee/wrkgrp11/wg11_wr.pdf)*

Solar Energy

Solar power is one of the fastest-growing sources of renewable energy worldwide. Many nations, concerned about the environmental impact of electricity generation from fossil fuels or from large-scale hydroelectric plants have been turning to solar power as an environmentally benign alternative. The solar energy that reaches the earth can be harnessed to generate electric power, and the potential for large-scale applications of solar power has improved markedly in recent years. Two solar power technologies namely solar photo voltaic and solar thermal are widely employed today, and their use is likely to increase in the future.

According to the Integrated Energy Policy, solar energy has a large potential in India. The average solar insolation in India is 6 kWh/meter/day. This can be exploited by many direct thermal applications such as for cooking, heating or in photovoltaic cells that directly convert sunlight to electricity. The conversion efficiency of commercially available photovoltaic cells is maximum 15.0%. With this efficiency, the potential of generating energy by covering five million hectares of land with photovoltaic cells is 1,200 Mtoe/year (*Source: Integrated Energy Policy, 2008*).

According to the Ministry of New and Renewable Energy's Annual Report 2009-2010, the GoI approved the "Jawaharlal Nehru National Solar Mission" ("**JNNSM**"), which aims at development and deployment of solar energy technologies in India to achieve parity with grid power tariff by 2022 and also to create an enabling policy framework for the deployment of 20,000 MW of solar power by 2022. The GoI has also approved the implementation of the first phase of the JNNSM during 2009-2013 which targeted the setting up 1,000 MW grid connected solar plants in the first phase of the mission by March 2013. The offered projects were vastly oversubscribed and most of the planned capacity is expected to be commissioned within this year. Phase-II of the JNNSM is expected to be launched shortly with an offering of 750 MW of Photo Voltaic projects to be executed under Viability Gap Funding Mechanism. Additional projects for Solar Thermal technology are likely to be offered after the successful commissioning of the Phase-I projects. (*Source: Ministry of New and Renewable Energy's Annual Report 2009-2010)* (*available at http://mnre.gov.in/file-manager/annual-report/2009-2010/EN/Chapter%203/chapter%203_1.htm*)

Solar power is currently more expensive than fossil fuel based power but costs are consistently coming down and it is expected that over the next 5–10 years, solar energy may achieve grid parity with conventional cost of electrical energy. (*Source: KPMG report titled "The Rising Sun A Point of View on the Solar Energy Sector in India dated May 2011*)

Nuclear Energy

Nuclear energy is an important source of electric power due to its environmental advantages, and lower cost of generating power in the long term. India's nuclear power plant installed capacity presently is 4,780 MW. (*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II) (available at http://planningcommission.gov.in/plans/planrel/12thplan/pdf/12fyp_vol2.pd)*

The 12th Five Year Plan period (2012-2017) power programme includes additions of 5300 MW of nuclear power plants. Further, the execution of nuclear projects has been liberalized to allow participation by other PSUs and by the private sector participants.
(*Source: GoI, Planning Commission- Twelfth Five Year Plan, Volume II) (available at http://planningcommission.gov.in/plans/planrel/12thplan/pdf/12fyp_vol2.pd)*

Other Relevant Markets

Oman

Oman possesses the largest oil reserves of any non-OPEC country in the Middle East and significant reserves of natural gas, of which it is a leading exporter regionally. Oman is dependent upon its oil sector for the majority of its export revenues and government spending. While crude oil remains a significant yet declining part of its economy, Oman has made a concerted effort to diversify its economic base in face of its declining output. Under Sultan Qaboos bin Said's "Vision 2020" policy, Oman has made considerable investments and progress into developing gas resources, increasing gas production, and developing current and new oil fields. *(Source: United States Energy Information Administration Report dated August 22, 2012)*

Oman has total proven reserves of 5.5 billion barrels of oil as of January 2012. Oman's reserves are found mainly in the north and central onshore areas. Oman has thus far implemented a successful program to reverse the decline in production experienced for most of the past decade, deploying some of the most sophisticated methods of enhanced oil extraction. Oman produced 889,000 barrels per day ("**bbl/d**") of total petroleum liquids in 2011, 886,000 bbl/d of which was crude oil. Oman is expected to produce 915,000 bbl/d for 2012 after its Harweel Enhanced Oil Recovery project adds approximately 30,000 bbl/d to that total. Oil production in Oman has increased by more than 24 percent over the past four years, from a low of 714,000 bbl/d in 2007. *(Source: United States Energy Information Administration Report dated August 22, 2012)*

Oman has proven reserves of natural gas of 30 trillion cubic feet ("**Tcf**") as of January 2012, according to the OGJ. Due to increasing EOR applications, rising domestic demand, and export obligations, Oman's gas demand has outpaced its production. The Ministry of Oil and Gas are aggressively seeking to increase exploration and production from its reserves. The ministry announced plans to reassess natural gas reserves, planning to increase reserves by a Tcf per year for the next 20 years and producing more through developing new gas fields, building more plants and through programs akin to the EOR projects implemented in the oil sector. Oman produced over one Tcf of natural gas, equal to about 2.75 billion cubic feet per day ("**Bcf/d**") in 2011. Natural gas production has more than doubled in the past decade and ramped up considerably in the years subsequent to Oman's nadir of oil production. Production will continue to grow as companies are in various stages of licensing, exploring, producing, and expanding fields; especially BP's Khazzan-Makarem tight gas project with gas reserves of an astounding 100 Tcf and expected production of one Bcf/d by 2016-17. In addition, the Petroleum Development Oman has approved the building of a greenfield gas project, including gas processing plants, and pipelines, in central Oman. The project will produce approximately 42 Mcf/d of gas from Hasirah and Hawqa oil fields. WorleyParsons will conclude the FEED studying 2015. Oman has also launched the Depletion Compression Project, which will boost inlet pressure to bring up production, for its declining gas field at Saih Rawl. *(Source: United States Energy Information Administration Report dated August 22, 2012)*

United Arab Emirates ("UAE")

The UAE has the seventh-largest proved reserves of both crude oil and natural gas in the world. UAE has relied on its large hydrocarbon endowments to support its economy, but through concerted efforts over the past several decades that has begun to change. While the UAE is making notable progress in diversifying its economy through tourism, trade, and manufacturing, in the near-term oil, natural gas, and associated industries will continue to account for the majority of economic activity in the seven Emirates (Abu Dhabi, Ajman, Al Fujayrah, Dubai, Ras al Khaymah, Sharjah, and Umm al Qaywayn). On the strength of its hydrocarbon sector the UAE is one of the world's wealthiest nations, with GDP per capita (at purchasing power parity) estimated at $48,158 in 2011, ranking it eighth in the world in 2011 (directly behind the United States). Beyond the hydrocarbon economy—which continues to account for approximately 80 percent of total government revenues—the UAE is becoming one of the world's most important financial centres and a major trading centre in the Middle East. *(Source: United States Energy Information Administration Report dated January 3, 2013)*

The UAE, an OPEC member since 1967, is one of the most significant oil producers in the world. According to Oil & Gas Journal 2012 estimates, the UAE holds the seventh-largest proved reserves of oil in the world at 97.8 billion barrels, with the majority of reserves located in Abu Dhabi (approximately 94 percent). The other six emirates combined account for just 6 percent of the UAE's crude oil reserves, led by Dubai with approximately 4 billion barrels. Production of these resources is dominated by the state-owned Abu Dhabi National Oil Company ("ADNOC") in partnership with a few large international oil companies under long-term concessions. The ADNOC-led consortia continue to keep the UAE near the top of the list of the world's largest crude oil producers, ranking seventh in 2011 at 2.7 bbl/d. Nevertheless, recent exploration has not yielded any significant discoveries of crude oil. What it lacks in new discoveries, however, it makes up for with an emphasis on EOR techniques designed to extend the lifespan of the Emirates' existing oil fields. By improving the recovery rates at those fields, such techniques helped the UAE to nearly double the proved reserves in Abu Dhabi over the last decade plus. These gains helped make the UAE the seventh-largest oil producer in the world in 2011, producing 2.7 million bbl/d of crude. *(Source: United States Energy Information Administration Report dated January 3, 2013)*

Beyond its vast oil reserves, the UAE has 215 Tcf of proved natural gas reserves, ranking it seventh in the world, according to Cedigaz. The UAE is a more prolific oil producer, but it was the 11th-largest producer of natural gas in the world in 2011 (2.91 Tcf). Despite its large endowment, the UAE became a net importer of natural gas earlier this decade. This phenomenon is a product of two things: (1) nearly 30 percent of natural gas produced in recent years was re-injected into existing fields as part of EOR techniques, and (2) the country's inefficient and rapidly expanding electricity grid - which is being taxed by the rapid economic and demographic growth of recent decades relies on natural gas for the majority of its feedstock. To help meet the growing demand for natural gas, the UAE boosted imports from neighbouring Qatar via the Dolphin Gas Project's export pipeline. The pipeline runs from Qatar to Oman via the UAE, and is one of the principal points of entry for the UAE's natural gas imports. In addition to the imports from Qatar, Dubai and Abu Dhabi both engage in LNG trading; the former as an importer and the latter as an exporter. The past several years brought a new focus on the UAE's natural gas reserves. Often overlooked in the pursuit of crude oil, the country's large reserves and growing demand recently forced investors to take notice. New discoveries have been limited over the past several years, but exploration continues. Based on Cedigaz data for 2011, the UAE's proved natural gas reserves of 215 Tcf are located almost entirely in Abu Dhabi, which controls approximately 94 percent of the country's endowment (201.7 Tcf in 2011). Sharjah has the second-highest volume of proved reserves (8.65 Tcf), followed by Dubai (3.53 Tcf) and Ras al-Khaimah (1.06 Tcf). Production in the UAE is also dominated by Abu Dhabi, with reported gross production of 2.42 Tcf in 2011, far outstripping production in the other emirates combined (491 billion cubic feet). The UAE's total gross production of 2.91 Tcf in 2011 ranked 11th in the world, but its marketed production was almost 40 percent lower at just 1.85 Tcf (17th in the world in 2011). Most of this difference is attributable to the UAE's extensive and increasing use of enhanced recovery techniques, although the country continues to engage in a small amount of flaring. *(Source: United States Energy Information Administration Report dated January 3, 2013)*

Bahrain

The Kingdom of Bahrain is, along with Oman, one of only two countries bordering the Persian Gulf that is not a member of the OPEC. Bahrain, the oldest oil producer in the Persian Gulf, exports much of its oil in the form of refined petroleum products rather than crude oil. Bahrain produced 48,000 barrels per day (bbl/d) of total petroleum liquids in 2012, the least of any country in the Persian Gulf. It has set a goal of increasing total petroleum production to 100,000 bbl/d by the end of the decade. Bahrain has modest natural gas reserves, and it consumes all the natural gas that it produces. *(Source: United States Energy Information Administration Website http://www.eia.gov/countries/country-data.cfm?fips=BA last updated on February, 2013)*

Bahrain's proven oil reserves stood at 124.6 million barrels, according to Oil and Gas Journal. In addition to the 48,000 barrels per day (bbl/d) produced in its territory, Bahrain and Saudi Arabia share the 300,000 bbl/d of oil production from the Abu Safah offshore field in Saudi Arabia, which is connected to Bahrain’s Sitra refinery via pipeline. Abu Safah offshore field is connected to Bahrain's Sitra refinery via pipeline. Bahrain intends to replace the aging pipeline system from Saudi Arabia with the planned New Arabia pipeline, a 71-mile, 350,000 bbl/d pipeline running between the Abqaiq complex in Saudi Arabia and Bahrain's refinery at Sitra. *(Source: United States Energy Information Administration Website http://www.eia.gov/countries/country-data.cfm?fips=BA last updated on February, 2013)*

Bahrain's proven natural gas reserves stood at 3.25 trillion cubic feet (Tcf), according to Oil and Gas Journal. As with oil, the country is a small producer of natural gas, and produced 446 billion cubic feet of dry natural gas in 2011. In order to meet future natural gas needs, Bahrain plans to import gas from a number of sources, either via pipeline from Qatar or via imports of LNG following the awarding of a contract to construct a new LNG terminal. *(Source: United States Energy Information Administration Website http://www.eia.gov/countries/country-data.cfm?fips=BA last updated on February, 2013)*

Kuwait

Kuwait is a member of the OPEC, exporting the fourth largest volume of oil among the group in 2010. At the same time, Kuwait's economy is one heavily dependent on petroleum export revenues, which account for half of its overall gross domestic product (GDP), 95 percent of total export earnings, and 95 percent of government revenues. Kuwait has an active sovereign-wealth fund, the Kuwait Investment Authority, which oversees all state expenditures and international investments. Kuwait also allocates 10 percent of its state revenues into the Reserve Fund for Future Generations (RFFG), for the day when oil income starts to decline. Article 21 of the Kuwaiti constitution specifically allocates all natural resources and revenue they generate to the state. However, the Foreign Direct Capital Investment Law passed by the National Assembly in March 2001, has facilitated some foreign investment and development in those sectors, causing significant controversy in Kuwait. *(Source: United States Energy Information Administration Report dated July 8, 2013)*

According to OGJ, as of January 2011, Kuwait’s territorial boundaries contained an estimated 101.5 billion barrels (bbl) of proven oil reserves, roughly 7 percent of the world total. Additional reserves are held in the Partitioned Neutral Zone (PNZ aka Divided Zone), which Kuwait shares on a 50-50 basis with Saudi Arabia. The Neutral Zone holds an additional 5 billion barrels of proven reserves, bringing Kuwait's total oil reserves to 104 billion barrels. In 2010, Kuwait’s total oil production was approximately 2.5 million barrels per day (bbl/d), including its share of approximately 250,000 bbl/d production from the PNZ. Of the country’s 2010 production, approximately 2.3 million bbl/d was crude and 200,000 bbl/d was non-crude liquids. Slightly over half of Kuwaiti crude production came from the southeast of the country, largely from the Burgan field; production from the north has increased to approximately 800,000 bbl/d. As a member of OPEC, Kuwait’s total production is constrained by the organization’s production targets, which in 2010 meant the country maintained about 320,000 bbl/d of spare crude oil production capacity. KPC has initiated a $90 billion expansion plan encompassing both the upstream and the downstream, which is expected to boost oil production capacity to 4 million bbl/d by 2020. *(Source: United States Energy Information Administration Report dated July 8, 2013)*

Kuwait had an estimated 63 trillion cubic feet (Tcf) of proven natural gas reserves. Kuwait’s reserves are not significant and this has spurred an extensive drive in natural gas exploration. Vast discoveries of non-associated gas in the north of the country attracted interest from international oil companies (IOCs) however unattractive contract structures and political uncertainty remain principal impediments to any rapid expansion of both reserves and production. In 2010, Kuwait produced 1.17 billion cubic feet per day (Bcf/d) of natural gas. This volume was an increase of around 8 percent compared with 2009. Kuwait increasingly requires supplies of natural gas for the generation of electricity, water desalination, and petrochemicals, as well as increased use for EOR techniques to boost oil production. Kuwait is shifting its exploration drive in order to focus on natural gas discoveries to mitigate imports of liquefied natural gas LNG and decrease the proportion of oil used domestically. KOC has announced a production target of 4 Bcf/d by 2030, about four times the current production level. *(Source: United States Energy Information Administration Report dated July 8, 2013)*

Kingdom of Saudi Arabia (KSA)

Saudi Arabia was the world's largest producer and exporter of total petroleum liquids in 2012, the world's largest holder of crude oil reserves, and the world's second largest crude oil producer behind Russia. Saudi Arabia's economy remains heavily dependent on petroleum. Petroleum exports accounted for almost 90 percent of total Saudi export revenues in 2011, according to the OPEC. Saudi Arabia has been shifting its focus beyond increasing oil production capacity after state-owned oil company Saudi Aramco reached its target of 12 million barrels per day in 2009. With the near-completion of its largest oil projects, Saudi Arabia is expanding its natural gas, refining, petrochemicals and electric power industries. *(Source: United States Energy Information Administration Report dated February 26, 2013)*

According to the OGJ, Saudi Arabia contains approximately 265 billion barrels of proven oil reserves (plus 2.5 billion barrels in the Saudi-Kuwaiti shared Neutral Zone) as of January 1, 2013, amounting to slightly less than one-fifth of proven, conventional world oil reserves. Although Saudi Arabia has about 100 major oil and gas fields, over half of its oil reserves are contained in only eight fields. The giant Ghawar field, the world's largest oil field with estimated remaining reserves of 70 billion barrels, has more proven oil reserves than all but seven other countries. Saudi Arabia produced on average 11.6 million bbl/d of total petroleum liquids in 2012. In addition to 9.8 million bbl/d of crude oil, Saudi Arabia produced 1.8 million bbl/d of NGL and other liquids. Saudi Arabia, a leading world producer of NGL, has experienced a rise in demand for NGL from developing countries, including India (the leading export destination), where it is used for cooking and transportation. Saudi Arabia maintains the world's largest crude oil production capacity, estimated at a little less than 12 million bbl/d at the end of 2012. *(Source: United States Energy Information Administration Report dated February 26, 2013)*

Saudi Arabia (including the Neutral Zone) had proven natural gas reserves of 288 trillion cubic feet (Tcf) at the end of 2012, fifth largest in the world behind Russia, Iran, Qatar, and the United States, according to EIA estimates. About 5 Tcf was added in 2012, and over the last decade, Saudi Arabia added over 60 Tcf of natural gas reserves. The majority of gas fields in Saudi Arabia are associated with petroleum deposits, or found in the same wells as the crude oil, and production increases of this type of gas remain linked to an increase in oil production. About 57 percent of Saudi Arabia's proven natural gas reserves consists of associated gas at the giant onshore Ghawar field and the offshore Safaniya and Zuluf fields. The Ghawar oil field alone accounts for approximately one-third of the country's proven natural gas reserves. According to Saudi Aramco, only 15 percent of Saudi Arabia has been "adequately explored for gas." Saudi Arabia does not import or export natural gas, so all consumption must be met by domestic production. According to Saudi Aramco forecasts, natural gas demand in the Kingdom is expected to almost double by 2030 from 2011 levels of 3.5 Tcf per year. Rapid reserve development is necessary for Saudi Arabia's plans to fuel the growth of the petrochemical sector, as well as for power generation and for water desalination. All current and future gas supplies (except natural gas liquids) reportedly remain earmarked for domestic use, in part to minimize the use of crude oil for power generation. *(Source: United States Energy Information Administration Report dated February 26, 2013)*

Africa

In the African region, Algeria, Nigeria, Egypt, and Libya are the major producers of oil and gas. In 2013, Algeria produced 1.874 million bbl/d of crude oil, NGPL and Other Liquids. Algeria was the second largest crude oil producer in Africa after Nigeria (2.52 million bbl/d). Further, in addition to oil, Nigeria also holds significant natural gas reserves in Africa but has limited infrastructure in place to develop the sector. Nigeria and Algeria continue to discuss the possibility of constructing a Trans-Saharan Gas Pipeline. The proposed pipeline will carry natural gas from oil fields in Nigeria's Delta region to Algeria's Beni Saf export terminal on the Mediterranean. *(Source: United States Energy Information Administration, Independent Statistics and Analysis for Libya dated June 2012, for Algeria dated May 20, 2013 and Egypt dated July 18, 2012)*

Malaysia

Malaysia is the second largest oil and natural gas producer in Southeast Asia, the second largest exporter of liquefied natural gas globally, and is strategically located amid important routes for seaborne energy trade. Malaysia's energy industry is a critical sector of growth for the entire economy and makes up about 20 percent of the total gross domestic product. New tax and investment incentives, starting in 2010, aim to promote oil and natural gas exploration and development. These incentives are part of the country's economic transformation program to leverage its resources and location to be one of Asia's top energy players by 2020. Another key pillar in Malaysia's energy strategy is to become a regional oil storage, trading, and development hub that will attract technical expertise and downstream services able to compete within Asia. *(Source: US Energy Information Administration , updated report , September 3, 2013)*

According to the Oil & Gas Journal (OGJ), Malaysia held proven oil reserves of 4 billion barrels as of January 2013, the fifth-highest reserves in Asia-Pacific after China, India, Vietnam, and Indonesia. Nearly all of Malaysia's oil comes from offshore fields. Most of the country's oil reserves are located in the Malay basin and tend to be light and sweet crude. *(Source: US Energy Information Administration, updated report , September 3, 2013)*

According to the OGJ, Malaysia had 83 trillion cubic feet (Tcf) of proven natural gas reserves as of January 2013, and it was the third largest natural gas reserves holder in the Asia- Pacific region. Malaysia was the world's second largest exporter of liquefied natural gas after Qatar in 2012. *(Source: US Energy Information Administration , updated report , September 3, 2013)*

Indonesia

Indonesia is world's largest exporter of coal by weight and the eighth largest exporter of natural gas in 2011. According to the International Monetary Fund, Indonesia sustained relatively strong economic performance throughout the global recession, with an average GDP growth rate of just under 6 percent per annum for the past five years. A combination of healthy growth, market reforms, and a stable government encouraged rapid investment, particularly in the commodity sector. Moody's and Fitch Ratings both upgraded Indonesia's Sovereign Risk Rating to "investment grade" status between late 2011 and early 2012. *(Courtesy: US Energy Information Administration dated January 9, 2013)*

The government has unveiled a new development strategy in 2011 (Master Plan for Economic Expansion and Acceleration 2011-2025) that emphasized more private sector involvement in infrastructure expansion, such as wider use of public-private partnerships in the oil and gas sector.

Indonesia ranked 20th among world oil producers in 2011 (21st for crude oil and condensate production), accounting for approximately 1 percent of the world's daily production of liquid fuels. The oil and gas industry, including refining, contributed approximately 7 percent to GDP in 2010, according to data from Indonesia's National Bureau of Statistics. *(Courtesy: US Energy Information Administration dated January 9, 2013)*

According to OGJ, Indonesia had 141 trillion cubic feet (Tcf) of proven natural gas reserves as of January 2012, making it the 14th largest holder of proven natural gas reserves in the world, and the third largest in the Asia-Pacific region. *(Courtesy: US Energy Information Administration dated January 9, 2013)*

Venezuela

Venezuela is one of the world's largest exporters of crude oil and the largest in the Western Hemisphere. The oil sector is of central importance to the Venezuelan economy. As a founding member of the OPEC, Venezuela is an important player in the global oil market. Over the last decade the share of oil consumption in the country's total energy mix has risen from 36 percent to 47 percent, largely because the Venezuelan government subsidizes liquid fuels. *(Source: United States Energy Information Administration Report dated October 3, 2012)*

According to Oil and Gas Journal (OGJ), Venezuela had 211 billion barrels of proven oil reserves in 2011, the second largest in the world. Reserves could be even bigger at 316 billion barrels, with further investigation from the "Magna Reserva" project. In 2010 the country had net oil exports of 1.7 million bbl/d, the eighth-largest in the world and the largest in the Western Hemisphere. EIA estimates that the country produced around 2.47 million bbl/d of oil in 2011. Crude oil represented 2.24 million bbl/d of this total, with condensates and NGLs accounting for the remaining production. The country's most prolific production area is the Maracaibo basin, which contains slightly less than half of Venezuela's oil production. Many of Venezuela's fields are very mature, requiring heavy investment to maintain current capacity. Industry analysts estimate that PdVSA must spend some $3 billion each year just to maintain production levels at existing fields, given decline rates of at least 25 percent. *(Source: United States Energy Information Administration Report dated October 3, 2012).*

According to OGJ, Venezuela had 195 Tcf of proven natural gas reserves in 2012, the second largest in the Western Hemisphere behind the United States. In 2011, the country produced 1.1 Tcf of dry natural gas, while consuming nearly 1.2 Tcf. The petroleum industry consumes the majority of Venezuela's gross natural gas production, with the largest share of that consumption in the form of gas re-injection to aid crude oil extraction. Due to the declining output of mature oil fields, natural gas use for enhanced oil recovery has increased by more than 50 percent since 2005. To meet the growing industrial demand, Venezuela imports gas from Colombia and the United States. An estimated 90 percent of Venezuela's natural gas reserves are associated, meaning that they are located along with oil reserves. Following Chavez's announcement of the "Socialist Gas Revolution", in 2009, the Energy and Petroleum Ministry announced plans to increase natural gas production to roughly 14 billion cubic feet per day (Bcf/d) and begin exporting by 2015. Currently, Venezuela is working to increase the production of non-associated gas, largely through the development of its offshore reserves. *(Source: United States Energy Information Administration Report dated October 3, 2012).*

BUSINESS

Overview

We are an engineering consultancy company providing design, engineering, procurement, construction and integrated project management services, principally focused on the oil and gas, petrochemicals, fertilizer and LNG industry segments in India and internationally. We also operate in other sectors including non-ferrous mining and metallurgy, power and infrastructure. We are also a primary provider of engineering consultancy services for the GoI's energy security initiative under its Integrated Energy Policy for strategic crude storages.

Our services in these industries and sectors cover the entire spectrum of activities from concept to commissioning of a project. Our services include preparation of project feasibility reports, technology selection, project management, process design, basic and detailed engineering, procurement, inspection, project audit, supply chain management, cost engineering, planning and scheduling, facilitation of statutory and regulatory approvals for Indian projects, construction management and commissioning. We also provide specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation services, plant operation and safety services. We also execute projects on a turnkey basis.

We were incorporated in 1965 and have over the years developed a track record of working on landmark projects with various Indian and global energy majors. As of September 30, 2013, we have provided a range of engineering consultancy and project implementation services on several refinery projects, including 10 greenfield refinery projects, 7 petrochemical complexes, 39 oil and gas processing projects, over 40 offshore process platforms, besides associated well platforms, 42 pipeline projects, 13 ports and storage and terminals projects, 8 fertilizer projects and 29 mining and metallurgy projects. In the infrastructure sector, as of September 30, 2013, we have provided a range of engineering consultancy services including for airports, highways, flyovers, bridges, water and sewer management, as well as energy-efficient “intelligent” buildings. As of September 30, 2013, we have also completed 17 turnkey projects, including refinery and petrochemicals projects and offshore platforms.

Our business is aligned into two principal operating segments: the Consultancy and Engineering segment and the Turnkey Projects segment. Projects on which we provide engineering consultancy and project management and implementation services are included in the Consultancy and Engineering segment. Projects that we undertake on a turnkey basis are included in our Turnkey Projects segment.

We have leveraged our track record in India to successfully expand our operations internationally, and have provided a wide range of engineering consultancy services on various international projects, particularly in the Middle East, North Africa and South East Asia. We have established strategic international offices in Abu Dhabi, London, Milan and Shanghai to expand our international operations. We have also established a joint venture - JabalEILIOT in Kingdom of Saudi Arabia ("**KSA**") and incorporated a subsidiary - EIL Asia Pacific Sdn. Bhd. ("**EILAP**") in Malaysia.

We are a technology driven organization and have developed or have the right to license advanced technologies, which we license to our clients in the oil and gas, refining, petrochemical and fertilizer industries. We have established a sophisticated research and development ("**R&D**”) center in Gurgaon. As of September 30, 2013, we have developed over 30 process technologies either on our own or in collaboration with our clients and reputed research institutions.Our portfolio includes various technologies for petroleum refining, oil and gas processing and aromatics. As of the date of the Red Herring Prospectus, we held 14 patents and had 15 pending patent applications relating to various process technologies and hardware developed by us.

As of September 30, 2013 we had an employee base of over 3,300, including more than 2,890 employees with technical and professional qualifications. In addition, we also engage additional employees on contract basis, depending upon the requirements of the projects that we undertake. Our engineering and technology capabilities have enabled us to develop a technology driven project implementation profile and to successfully integrate sophisticated design, engineering and construction methodologies with project management practices.

Our quality management systems have been certified ISO 9001-2008 by the Indian Register Quality System ("**IRQS**") across all the areas in which we provide our services. We are committed to adhering to corporate health, safety and environment ("**HSE**") policies and safe working practices in the implementation of our projects and this has been recognized by several awards and certifications from various clients in relation to our projects. For further information on our HSE policies please see the section "Business - Health, Safety and Environment" on page 138.

Our total income increased at a CAGR of 12.91% from ₹17,062.81 million in fiscal 2009 to ₹ 27,734.44 million in fiscal 2013, while our profit after taxation, as restated, increased at a CAGR of 15.53 % from ₹ 3,233.09 million in fiscal 2009 to ₹ 5,759.28 million in fiscal 2013.

Our Order Book, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of September 30, 2013 was ₹ 32,323.90 million.

Recent Developments

Pursuant to a meeting of our Board on January 24, 2014, the Company has adopted and filed with the Stock Exchanges, the unaudited standalone financial results for the quarter and the nine month period ended December 31, 2013 in accordance with the provisions of Clause 41 of the Equity Listing Agreement with the Stock Exchanges. For further information, see section titled "***Recent Development***" on page 289.

Brief History and Background

The Company was incorporated on March 15, 1965 under the Companies Act as a private limited company under the name Engineers India Private Limited pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 between the GoI and Bechtel International Corporation. In May 1967, we became a wholly-owned Government of India ("**GoI**") enterprise. In 1996, GoI disinvested approximately 6% of its shareholding in the Company and was subsequently listed as a public limited company in 1997.

The Company has two wholly-owned subsidiaries, Certification Engineers International Limited ("**CEIL**") and EILAP incorporated in India and Malaysia, respectively, and two strategic joint-venture companies, TEIL and JabalEILIOT, incorporated in India and KSA, respectively.

The table below provides an overview of milestones in our historical operations:

Calendar Year	Milestones/Events
1965	• Incorporated pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 both between the Government of India and BIC. • Commenced work in the refineries segment.
1967	• Termination of the agreements with BIC and acquisition of the equity shares of the Company held by BIC by the Government of India. • Commenced work in the petrochemicals segment.
1970	• Commenced first international assignment.
1971	• Commenced work in fertilizers segment.
1972	• Commenced work in the metallurgy segment.
1975	• Entered into offshore oil and gas processing segment.
1976	• Commenced work in the pipelines segment.
1978	• Commenced work in onshore oil and gas processing segment.
1989	• The Company set up its own research and development centre at Gurgaon.
1994	• Our Subsidiary, Certification Engineers International Limited was set up.
1996	• The Government of India disinvested about 6% of its holding in the Company through a private placement to certain banks, mutual funds etc.
1997	• Listing on the BSE and NSE. • Mini Ratna status accorded to the Company.
1999	• Commenced execution of lump sum turn key projects.
2001	• Commenced work in the infrastructure sector.
2006	• Commenced providing engineering engineering procurement construction management services in relation to sub-surface crude storages.

Calendar Year	Milestones/Events
2008	• Established the joint venture company TEIL Projects Limited with Tata Projects Limited.
2010	• The Company undertook a further public offer of 10% of its paid-up Equity Share capital by way of an offer for sale by the Promoter.
2011	• Established the joint venture company Jabal EILIOT Company Limited with Jabal Dhahran Company Limited and IOT Infrastructure & Energy Services Limited in the KSA. • Commenced work in the nuclear energy segment. • Commenced work in the solar energy segment.
2012	• Entered into production sharing contract with the GoI for exploration blocks (NELP IX).

For further information on our history and corporate structure, see "History and Certain Corporate Matters" on page 150.

Our Strengths

Leadership position in project implementation - from concept to commissioning

We were established by the GoI for the enhancement of design, engineering and project implementation competencies and the development of technology capabilities for the hydrocarbon industry in India. Over the past 48 years we have developed indigenous technology and expertise for offshore platforms, oil and gas processing, oil refining, petrochemicals and pipeline projects.

Leveraging our track record in the oil & gas and petrochemical industry, we have expanded our operations to other sectors, particularly, LNG, fertilizer, power, mining and metallurgy and infrastructure.

We believe that our leadership position in project implementation and long-term relationships with our clients is a competitive advantage.

Petroleum refineries. We have worked on several refinery projects, with a combined refining capacity of over 100 million tons per annum ("**TPA**"). These include 10 greenfield refinery projects and other brown field expansion projects, as well as several fuel specification upgrade and modernization projects for various energy majors in India.We provide a range of services from concept to commissioning of projects ranging from single unit revamp projects to mega refinery or refinery cum petrochemicals complexes. We have worked with various reputed clients including Indian Oil Corporation ("**IOCL**"), Chennai Petroleum Corporation Limited ("**CPCL**"), Bharat Petroleum Corporation Limited ("**BPCL**"), Numaligarh Refineries Limited ("**NRL**"), Hindustan Petroleum Corporation Limited ("**HPCL**"), Mangalore Refineries and Petrochemicals Limited ("**MRPL**"), Essar Oil Limited ("**EOL**"), HPCL-Mittal Energy Limited ("**HMEL**"), Bharat Oman Refineries Limited ("**BORL**"). We have been involved in various studies for refinery yield and product quality upgrading and several of these initiatives have led to PMC assignments for refineries. We are currently providing consultancy services for the Integrated Refinery Expansion Project ("**IREP**") of BPCL (in relation to the refinery expansion project at Kochi) and to HPCL in relation to its pre-project activities for a new green field refinery in Rajasthan.

Petrochemical complexes. We have been involved in the establishment of seven mega petrochemical complexes in India. We were engaged by Indian Petrochemicals Corporation Limited ("**IPCL**") now merged with Reliance Industries Limited ("**RIL**") to provide engineering consultancy services for its aromatics and olefins projects at Vadodara. The successful completion of these projects led to the subsequent award of major petrochemicals projects for IPCL at Nagothane and Dahej. Other petrochemical projects executed by us in India include Bongaigaon Refinery and Petrochemicals Complex, UP Petrochemical Complex at Pata, Haldia Petrochemical Complex, Paraxylene and PTA and the Panipat Naphtha Cracker projects of IOCL, Panipat. We currently provide consultancy services for two major petrochemicals projects: the Dahej Petrochemical Complex for ONCG Petro-additions Limited ("**OPaL**") and the Assam gas cracker complex at Lepatkaka for Brahmaputra Cracker and Polymers Limited ("**BCPL**").

In addition, we are providing our services to the Gas Authority of (India) Limited ("**GAIL**") for their petrochemical complex expansion projects at Vijaipur and Pata.

Pipelines. We have provided engineering consultancy services for various pipeline projects in India and internationally. We carried out the configuration optimization and sizing of the HBJ pipeline for GAIL, leading to a number of subsequent pipeline projects for GAIL including one of the longest LPG pipeline in India (the

Jamnagar-Loni Pipeline). Our domain knowledge has enabled us to acquire various contracts from other oil marketing companies including HPCL and BPCL for their oil, gas and multiproduct pipelines. With the subsequent expansion of the HBJ pipeline under the Gas Rehabilitation and Expansion Project ("**GREP**") project, we were involved in the development of one of India's largest pipeline network. We are currently engaged in pipeline projects for GSPL, GSPL Gas net India Limited, GITL, GAIL India Ltd.

Offshore Oil and Gas. We have worked extensively with Oil and Natural Gas Corporation Limited ("**ONGC**"), providing various engineering consultancy services for the development of offshore oil and gas projects in Mumbai High and other fields including South Bassein, Heera, Neelam, Panna, Mukta and Ratna fields offshore in the west coast of India and in the Ravva fields offshore in the east coast of India. We have also provided engineering consultancy services for offshore reconstruction projects, submarine pipelines, trunk pipelines network for well fluid, water injection and gas lift to ONGC and other clients. We are currently engaged in, among others, the offshore platform projects for the Deen Dayal Field Development Project of Gujarat State Petroleum Corporation Limited ("**GSPC**") and rehabilitation of unmanned well platforms ("**RUMP**") for ONGC.

Onshore Oil and Gas. We have over the years developed experience and engineering capabilities for the design of onshore facilities such as group gathering stations, multistage separation, crude desalting and dehydration, heavy oil and sour oil processing, gas collection systems, compressor stations and cryogenic natural gas liquid recovery such as liquefied petroleum gas ("**LPG**"), liquefied natural gas ("**LNG**"), ethane and propane. This expertise has enabled us to provide consultancy services for various onshore projects including the gas processing complexes at Hazira and Uran and the C2/C3, LPG recovery units at the gas based petrochemicals complex at Pata and LNG terminals at Dahej, Kochi and Dabhol. We are currently engaged in, among others, the onshore gas processing project for the Deen Dayal Field Development Project of GSPC.

Ports and Terminals/Storages. We have provided a range of engineering consultancy services on various coastal engineering projects, including geo-technical engineering, layout preparation for ports and shipyards and materials handlings. We have provided consultancy services for various ports and terminals/ storage projects. We have developed particular expertise for providing storage of crude oil in unlined underground caverns, and are providing engineering consultancy services for the GoI's energy security initiatives under its Integrated Energy Policy for strategic crude storages.

Fertilizer. In the fertilizer sector, we provide a complete range of services for the fertilizer projects starting with feasibility study up to commissioning and have worked with renowned licensors of ammonia and urea technologies. We have assisted Fertilizer Association of India ("**FAI**") in providing cost estimates for the formulation of the recently announced new Urea Policy. Some of the major fertilizer projects we have been involved in, in India includes ammonia-urea complexes at Phulpur, Bhatinda, Panipat, Bharuch and ammonia plant at Kalol and Taloja. We are also providing detail engineering services to M/s Indogulf Fertilizer for the revamp project of their ammonia and urea plant at Jagdishpur.

Mining and Metallurgy. In the mining and metallurgy sector, we have implemented several projects involving large non-ferrous metallurgical plants including for alumina, aluminum, copper, zinc, lead titanium, cadmium, mica, rock phosphate, graphite, fluorspar, limestone, and lignite for various clients including National Aluminium Company Limited ("**NALCO**"), Indian Aluminium Company Limited ("**INDAL**"), Hindalco Industries Limited ("**HINDALCO**"), Sterlite Industries Limited ("**Sterlite**"), National Mineral Development Corporation Limited ("**NMDC**'), Hindustan Zinc Limited ("**HZL**"), Hindustan Copper Limited ("**HCL**") and Gujarat Mineral Development Corporation Limited ("**GMDC**") and JSW Aluminum Limited ("**JSWAL**"). Our long association with these clients, for over four decades, together with wide range of our service offerings and our domain expertise has enabled us to bring various opportunities for us in this field. We are currently involved in projects of HINDALCO and NALCO.

Infrastructure. In the infrastructure sector, we have provided a range of engineering consultancy and project management consultancy services for various projects including the modernization and restructuring of Mumbai Airport for Mumbai International Airport Private Limited ("**MIAL**") and the Delhi Airport for Delhi International Airport (P) Limited ("**DIAL**") as independent engineer, the Rugby Stadium and Other Sports Facilities Projects for Common Wealth Games 2010, extension of the IIT Roorkee campus and development of office complex for Oil Industry Development Board ("**OIDB**"). We are currently providing PMC services for the development of interceptor sewers for abatement of pollution in river Yamuna project for Delhi Jal Board ("**DJB**"), development of data center complexes for Unique Identification Authority of India ("**UIDAI**"), development of institutional complexes for Rajiv Gandhi Institute of Petroleum Technology ("**RGIPT**") and for development of institutional complexes for Regional Center for Biotechnology ("**RCB**"). We are also providing third party inspection services to the Municipal Corporation of Delhi ("**MCD**") and we have been empanelled by the Airports Authority of India ("**AAI**") for rendering engineering consultancy services. The sustained growth and increased government spending in the infrastructure sector, together with increased funding by international and multilateral development finance institutions for infrastructure projects, have resulted in increased opportunities for the construction industry in India particularly for power projects, water and waste management and urban infrastructure.

Turnkey Projects. Implementing our aggressive growth strategy, we have also expanded our operations into turnkey projects in the hydrocarbon industry. As of September 30, 2013, we have completed 17 EPC turnkey projects, including the EPCC Packages 1 and 2 for the Integrated PX-PTA project at Panipat for IOCL, LLDPE/ HDPE Swing Unit (EPCC - 3 Package) of the Panipat Naphtha Cracker Project for IOCL, the Euro IV Quality Upgradation Project at Chennai - DHDT and NHT/ ISOM Units Project for CPCL, the Mumbai High North Water Injection Cum Gas Compression Platform ("**MNW**") for ONGC, the N-11 and N-12 Well Platforms Projects for ONGC and the Water Injection Pipelines Replacement project ("**WIPRP**") Phase I for ONGC.

We are currently working on various turnkey projects, including the petro-fluid catalytic cracking ("**PFCC**"), sulphur block and polypropylene units of Phase-III Project of MRPL, South jetty pipeline facilities at Paradip of IOCL, single buoy mooring ("**SBM**") project of MRPL, Butene-I Project at Panipat of IOCL and onshore gas terminal of GSPC.

We expect the discovery of large oil and gas reserves in various parts of the world and the significant exploration, production and transportation activity in the energy industry, and the capital investment in the upstream and downstream oil and gas industry to result in demand for engineering consultancy services in these industries. We believe that the long-term relationships we have built with our major clients, often after years of work with many of them, allow us to better understand and be more responsive to their requirements. We believe this understanding of our clients' needs has enabled us to obtain various repeat orders from our clients. We believe that we are well-positioned to capitalize on the considerable growth in the oil and gas, refineries and petrochemicals industries in India and internationally.

Operations in diverse geographies

Over the years, we also have expanded our operations internationally to provide engineering consultancy services. We have an extensive track record of working with various international energy majors. Some of the international markets and clients served include:

Middle East: Kuwait Aromatics Company (Kuwait), Equate Petrochemicals (Kuwait), KNPC (Kuwait) ADNOC Group (UAE), Iso Octane (UAE), BOROUGE, (UAE), BANGAS (Bahrain), BAPCO (Bahrain), ORPC (Oman), Aluminium Bahrain (“ALBA”) and SABIC (KSA).

Africa: SONATRACH (Algeria), KPRL (Kenya), INDORAMA (Nigeria) and BOST (Ghana).

Asia and South East Asia: PETRONAS (Malaysia), BCIC (Bangladesh) and WIKA (Indonesia).

For further information on significant international projects we have been involved in, see “Business – Our Operations” on page 125.

Technology-driven integrated turnkey and total solutions consultancy services

We are one of the leading engineering consultancy companies in India providing a range of services covering the entire spectrum of activities from concept to commissioning of a project. We also execute projects on a turnkey basis. We believe that our business model enables us to provide comprehensive and integrated service offerings to our clients.

We are a technology driven organization with a qualified and professional employee base with over 3,300 permanent employees as of September 30, 2013, including more than 2,890 employees with technical and professional qualifications. We have also established a research and development ("**R&D**") center in Gurgaon. We have developed or have the right to license leading technologies, which we license to our clients in the oil and gas, refining petrochemical and fertilizer industries. As of September 30, 2013, we have developed over 30 process technologies either on our own or in collaboration with our clients and reputed research institutions. As of the date of the Red Herring Prospectus, we held 14 patents and have 15 pending patent applications relating to various process technologies and hardware developed by us. Our portfolio includes various technologies for petroleum refining, oil and gas processing and aromatics.

We have been successful in the commercial application of various process technologies developed by us, including technologies for vis-breaking, delayed coking, aromatics extraction, production of food grade hexane, propane de-asphalting, claus sulphur recovery process, slurry transportation, mass transfer devices, cast and glass air pre-heaters for energy conservation, and ejectors and eductors. DHDS, light naphtha isomerization and sulphur recovery units based on indigenous technologies in which we have been development partners, have recently been implemented. We believe that our qualified and professional employee base, together with our engineering and technology capabilities enable us to successfully integrate sophisticated design and engineering methodologies with project management practices.

For further information on significant international projects we have been involved in, see "Business – Our Markets" on page 132.

Robust financial position

We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our total income increased at a CAGR of 12.91 % from ₹ 17,062.81 million in fiscal 2009 to ₹ 27,734.44 million in fiscal 2013, while our profit after taxation, as restated, increased at a CAGR of 15.53% from ₹ 3,233.09 million in fiscal 2009 to ₹ 5,759.28 million in fiscal 2013.

In fiscal 2011, 2012 and 2013, we paid dividends of ₹ 1,684.68 million, ₹ 2,021.62 million and ₹ 2021.62 million, respectively, representing, 100%, 120% and 120% of the par value of the Equity Shares. As of September 30, 2013, we had reserves and surplus of ₹ 23,688.68 million and we did not have any outstanding indebtedness. Our strong balance sheet allows us to fund our strategic initiatives, pay dividends, pursue opportunities for growth and better manage unanticipated cash flow variations. Our financial strength provides us a valuable competitive advantage in terms of access to surety bonding capacity and letters of credit, which are factors critical to our business. Working capital requirement in our business is relatively low because of the contractually agreed progressive billing and payment schedules based on project milestones.

Our Order Book as of September 30, 2013, was ₹ 32,323.90 million. Our Order Book comprises anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract). In addition, subsequent to September 30, 2013, we have been awarded some more contracts. For further information relating to our Order Book, see "Management's Discussion and Analysis of Financial Condition and results of Operations – Order Book" on page 285.

Integrated project management capabilities with a focus on quality, HSE, cost efficiencies and timely implementation

Given our proven track record of project implementation, we believe that our ability to provide design, engineering, procurement, construction, and integrated project management and EPC services provides us a distinct competitive advantage. We strive to complete our projects on schedule while meeting or exceeding client specifications. In an increasingly competitive environment, we are also continually emphasizing cost controls so that our clients achieve not only their performance requirements but also their budgetary needs.

Our integrated project implementation and EPC capabilities enable us to better evaluate potential projects. We believe that our ability to understand and assess project risk, especially involving complex technologies, difficult locations or circumstances or in a lump-sum or fixed price contracting environment, gives us the ability to selectively enter into markets or accept projects where we believe we can best perform. We have an experienced management team, particularly in risk management and project execution, which helps us to better anticipate and understand potential risks and, therefore, manage such risks. Our risk management capabilities allow us to better control costs and ensure timely performance. We believe that we have established a reputation for demonstrating efficient project management and engineering capabilities, supply chain management and project execution with on-site decision making capabilities. Our sophisticated IT infrastructure also enables us to ensure effective project management and implementation.

One of our core values and a fundamental business strategy is our constant pursuit of high quality and HSE standards. Both for us and our clients, the maintenance of a safe workplace is a key business driver. In the areas in which we provide our services, we have delivered and continue to deliver excellent safety performance. Our quality management systems have been certified ISO 9001-2008 by the IRQS across all the areas in which we provide our services. We are committed to adhering to corporate HSE policies and safe working practices in the implementation of our projects and this has been recognized by several awards and certifications from various clients in relation to our projects. For example, we have received several recognitions for our safe man-hours work without any "lost time accident" including in relation to the rehabilitation and adaptation of Skikda refinery project of SONATRACH, Algeria, Dahej Petrochemical Complex for Opal, Assam Gas Cracker Complex at Lepatkaka for BCPL, Panipat refinery expansion project of IOCL and Panipat naphtha cracker project of IOCL. We also received recognition for achieving 5 million safe man-hours in relation to strategic storage of crude oil project at Mangalore of ISPRL. We are also a principal panellist for the development of various safety standards for the Oil Industry Safety Directorate under the MoPNG. In our estimation, a safe job site decreases risks on a project site, assures a proper environment for all stakeholders and enhances their morale, reduces project cost and exposure and generally improves client relations. We believe that our safety record is one of our distinguishing features.

Qualified and motivated employee base and proven management team

We believe that a motivated and empowered employee base is a competitive advantage. As of September 30, 2013, we had a qualified and professional employee base with over 3,300 employees, including more than 2,890 technically qualified employees. Many of our employees, particularly senior management, have worked with the Company for relatively long terms. During the fiscal 2013, our employee attrition rate was 3.11 % and in the six months ended September 30, 2013 attrition rate was 2.11% of the total employee base.

Our engineering and technology capabilities have enabled us to develop a technology driven project implementation profile and successfully integrate sophisticated design, engineering and construction methodologies with sound project management practices. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into the Company and encouraging the development of their skills. We are dedicated to the development of the expertise and know-how of our employees and have commenced a focused leadership development program. We have also invested resources to develop a comprehensive knowledge management infrastructure within our organization to effectively capture technologies and experience from our projects to develop an integrated knowledge management base.

Our management team is well qualified and experienced in the industry. We believe that the combination of our experienced Board and our dynamic and experienced management team have been key to our success and will enable us to capitalize on further growth opportunities.

Our Business Strategy

Our strategic objective is to be a world class globally competitive EPC and total solutions consultancy organization. We intend to achieve this by implementing the following strategies:

Consolidate our leadership position in the hydrocarbon industry in India

We continue to leverage our engineering and technology capabilities, sophisticated design, engineering and construction methodologies and project management practices to consolidate our leadership position in the hydrocarbon industry in India. We focus on opportunities in sectors and projects where we can be competitive and obtain robust margins with acceptable level of contractual risk. We continue to pursue EPC contracts as such contracts enable us to move up the value chain and increase our revenue base, provide us with the opportunity to bid for larger projects and deploy our resources more efficiently. For certain large value projects we also plan to form alliances with other experienced equipment manufacturing and construction companies.

Expand our international operations

We continue to expand our international operations to establish a global execution platform. We seek to identify markets where we believe we can provide cost and operational advantages to our clients and distinguish ourselves from other competitors. We intend to focus on regions where we have previously implemented projects, such as in the Middle East, North Africa and South East Asia to capitalize on our local experience, establish contacts with local clients and suppliers, and familiarity with local working conditions. In order to expand our operations, we continue to identify strategic partners whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations in such regions.

Middle East. We intend to leverage our track record in the energy industry to focus on all verticals of the oil and gas industry as well as the non-ferrous mining and metallurgy sector in the Middle East. We intend to build on our experience in the Middle East and continue to focus on projects in the United Arab Emirates ("**U.A.E**"), Qatar, Kuwait, Oman, Bahrain and Saudi Arabia and, based on specific project opportunities, in other countries in the region. We continue to further strengthen our offices in Abu Dhabi to develop an engineering hub for projects and other strategic opportunities in the Middle East. We have also established JabalEILIOT as a joint venture with Indian Oil Tanking Limited ("**IOTL**") and Jabal Daharan of KSA to jointly pursue PMC and EPC projects in the hydrocarbon industry in the KSA.

Africa. We have provided a range of engineering consultancy services on various petroleum refinery projects and gas processing projects in North Africa, particularly in Algeria, and intend to leverage this experience to further expand our operations in other countries in the region including in Ghana, Nigeria and Kenya. We intend to consolidate on our track record in this region to target EPC contracts in the oil and gas sector, particularly for the refinery and other onshore projects. We may also consider acquisition opportunities to further expand our operations and improve our track record in these jurisdictions. We are also exploring the opportunity to make an equity investment in an engineering company in North Africa.

South East Asia. South East Asia continues to be a geographic area of keen interest for us due to the relative abundance of undeveloped natural gas resources, growing demand for natural gas for power generation and industrial and residential usage and our past success in the region. We continue to leverage our track record in South East Asia to further expand our operations into neighboring markets.

Other Markets. We also intend to expand our operations to Latin America including Venezuela and South Asia including Bangladesh focusing on oil and gas projects and mining and metallurgy projects and we continue to evaluate various entry strategies.

Selectively diversify into other potential sectors

We intend to leverage our engineering consultancy, EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages, including in LNG, water and waste management, city gas distribution, power, gas based fertilizer projects and coal to liquid projects.

- *Oil and Gas exploration.* As we have a strong presence in the midstream and downstream hydrocarbon value chain, we have initiated various business development initiatives in this segment and have also ventured into the initiative of upstream asset ownership.

  We also participated in the NELP IX bidding along with four other consortium members and have signed the Production Sharing Contracts (PSC) with GoI (MoP&NG / DGH) for two exploration acreages namely Block No. CB / ONN / 2010 – 11 and 8 in year 2012. We may enter into further alliances to explore such opportunities or make investments in entities that we do not control.

- *Nuclear Power.* We intend to expand our operations to target strategic engineering consultancy opportunities in the nuclear power sector. We also intend to pursue collaborative efforts with relevant technology providers to participate in engineering opportunities on projects. We are providing engineering services for the BOP structures, systems and components of Kudankulam Nuclear Power Project of Nuclear Power Corporation Limited ("**NPCIL**") and PMC services for a grass root nuclear fuel complex for Nuclear Fuel Complex ("**NFC**").

- *Solar Power.* We believe that the solar power sector presents opportunities for engineering consultancy and EPC services, particularly following the announcement of the Jawaharlal Nehru National Solar

Mission ("**JNNSM**") Policy. We have identified and continue to focus on technology development programs and intend to actively pursue opportunities in this sector for photovoltaic power plants, entering into agreements with concentrated solar power technology providers and participating in competitive bidding for solar energy projects. We were involved in installation of one of the largest solar thermal power plant in India. We continue to explore opportunities in this field by specialising in the EPC/BOO project model. We also intend to undertake research into alternative means to harness the solar energy.

- *Thermal Power.* We intend to leverage our technology capabilities, our experience in providing engineering consultancy services for various captive power projects to undertake consultancy services for balance of plant ("**BOP**") packages for large power plants in India.

- *LNG.* We continue to target the upcoming LNG storage and re-gasification projects in India and the related downstream infrastructures such as pipelines in the LNG sector. As India seeks to diversify its energy sources and supply modes we anticipate that there will be an increasing demand for our services in the LNG sector. The LNG sector in India is expected to grow even further with the further expansion of the LNG terminal in Dahej and Hazira, the commissioning of a dormant facility at Dabhol and the establishment of new LNG terminals in Kochi, Ennore and Gangavaram. We intend to expand our involvement in the LNG sector, in particular LNG storage and regasification projects and related downstream infrastructures such as pipelines.

- *Gas-based fertilizer projects.* We continue to focus on providing engineering consultancy services for gas-based fertilizer projects in India and internationally and explore turnkey opportunities in this sector through consortium arrangements, by strengthening our domain knowledge in this market (acquired through liquid based fertilizer projects completed in India in the past) and developing technology capabilities focused on ammonia and urea processing through in-house development as well as licensing arrangements with relevant technology providers. We intend to target fuel / feed conversion projects both for naphtha based projects and FO / LSHS based projects, revival of closed units of public sector gas-based fertilizer plants in India, reconstruction and expansion projects in the fertilizer sector. We are presently considering an investment in joint venture for the revival of the Ramagundam unit of the Fertiliser Corporation of India Limited (FCIL). We believe that strategic investment in this area will allow us to enhance our track record for our future initiatives and projects. We are also providing PMC services for 1900 TPD Ammonia Plant at Central Sulawesi, Indonesia for M/s Panca Amara Utama, (PAU).

  We have assisted FAI in providing cost estimates for the formulation of the recently announced new Urea Policy. Since 1980s, we have also provided our services in countries such as Sri Lanka, Australia, Papua New Guinea and Malaysia. We are currently providing PMC services for the ammonia, urea plant complex at Nigeria to M/s Indorama and for the ShahJalal fertilizer project at Bangladesh of BCIC.

- *Water and waste management.* We continue to leverage our track record in infrastructure projects to further expand our operations in the water and waste management sector by offering integrated water management solutions. We focus on water desalination and treatment projects, municipal sewage recycling projects, industrial water as waste water management projects, waste to energy projects. We continue to target engineering consultancy and PMC opportunities as well as EPC/BOO projects.

  In this sector, we are currently providing engineering consultancy services on several projects, including the development of interceptor sewers for abatement of pollution in River Yamuna Project for DJB, municipal sewage recycling project for Chennai Metro-Water Supply and Sewerage Board ("**CWSSB**") and PMC services for canal construction by Sardar Sarovar Nigam Limited Gujarat. We continue to target opportunities with various municipal authorities across India for sewage treatment and recycling plants. We have also entered into MOU with specialist consultants and contractors to pursue opportunities in this sector.

- *Coal to Liquid ("**CTL**") - Coal Gasification.* We intend to leverage our refining technology capabilities to position ourselves as a leading consultant for coal-to-liquid projects in India. We intend to explore engineering consultancy opportunities on coal-to-liquid projects. We intend to focus on PMC, EPCM and EPC contracts services for such projects. In this connection, we continue to target potential clients. We have provided services for site selection for a coal-to-liquid project in India based on the indirect liquefaction process. We have also completed the pre-feasibility report for a direct liquefaction process based coal-to-liquid project for OIL.

As part of technology development programs in this field, we are setting up a coal gasification pilot plant to perform the activities under gasification studies, gas clean up, slurry bubble column reactor hydrodynamics study, Fischer Tropsch reactor model development and preparation of process package for CTL plant.

- *City gas distribution.* We believe that the increasing demand for natural gas as a fuel for city energy purposes, driven by higher cost of traditional fuel as well as lower levels of emission and higher energy efficiency of natural gas, will continue to result in an increasing demand for comprehensive gas infrastructure, including city gas distribution networks, in various metropolitan and other cities in India. We believe that given our track record of providing engineering consultancy and EPC services for urban infrastructure projects and cross-country hydrocarbon projects, the city gas distribution sector provides attractive opportunities for us. We continue to bid for the development and operation of new city gas distribution projects and also continue to evaluate strategic joint venture arrangements with other entities that are currently operating in this sector for equity investment opportunities.

Continue to focus on technology and project implementation capabilities

To meet our clients' expectations and reflect our focus on expanding our international business, we intend to continue to invest in and strengthen our technology base to maintain world class delivery of engineering solutions to our clients. We intend to continue to develop our technology research and development center to focus on the commercialization of process technologies developed either on our own or in collaboration with our clients and reputed research institutions, including various technologies for petroleum refining, oil and gas processing and aromatics. We continue to expand our operations in various strategic new business areas, and intend to focus on the development, adoption and assimilation of state of the art technologies in these areas, including solar power, liquefaction and gasification technologies. We also continue to work on clean coal technologies and carbon management capabilities, technologies relating to product quality upgrading through hydro-treatment, as well as environmental and sustainable development initiatives for our water and waste management business.

We believe we have developed a reputation for undertaking challenging engineering consultancy and EPC projects. We intend to continue to focus on performance and project execution in order to maximize client satisfaction and further focus on energy efficiencies aimed at reducing both capital and operating expenditures for our clients. Our experience enables our engineering teams to incorporate international best practices and we leverage advanced technologies, designs and project management tools to increase productivity and maximize asset utilization in capital intensive project activities. We continue to focus on integrating our operations through centralized risk management and compliance measures for every stage of our business: the bidding and estimation stage and the project implementation stage, as well as by streamlining our operations to provide cost effective design, engineering and EPC services.

Continue to develop and maintain strategic relationships

Our services are dependent on engineering and construction projects of Indian and international energy conglomerates and infrastructure projects undertaken by governmental authorities or international and multilateral development finance institutions. We are also developing and maintaining alliances with other EPC contractors, and we intend to explore entering into joint ventures, consortia or sub-contract relationships for specific projects with certain of these EPC contractors. We also intend to establish alliances and share risks with strategic partners whose resources, skills and strategies are complementary to and are likely to enhance our business opportunities, including the formation of joint ventures and consortia to achieve competitive advantage. In selecting contractors for major EPC projects, clients generally limit the tender to contractors they have pre-qualified based on several criteria including experience, technological capacity and performance, reputation for quality, safety record, financial strength, and previous experience in similar projects, as well as price competitiveness of the bid. Pre-qualification is key to our being awarded major EPC projects and we continue to use our marketing efforts to pre-qualify with major energy conglomerates and infrastructure development agencies and entities.

Our Services

Our services fall into the following broad categories: process design and engineering, procurement, construction management, commissioning, project management, specialized services and certification services. We offer these services independently as well as on a fully integrated basis.

Process Design Services

Under process design services, we undertake pre-feasibility studies, feasibility studies, detailed feasibility studies and refinery configurations to determine the feasibility of a project before actual implementation. In the project implementation phase, we provide basic design packages for various open art process units for refineries, residual basic engineering for licensed process units and basic design packages for integrated utilities and offsite facilities. We also provide basic design packages for the licensed technologies available in our portfolio. We also work closely with clients to execute phase-wise expansions of their existing projects and also conduct debottle-necking and trouble-shooting studies for clients.

Engineering Services

Under engineering services, our expertise ranges from traditional engineering disciplines such as piping, mechanical, electrical, control systems, civil, structural and architectural to advanced engineering specialties including process engineering, simulation, enterprise integration, integrated automation processes and interactive 3-D modeling. We also provide conceptual design services, which enable us to align each project's function, scope, cost and schedule with the client's objectives in order to maximize project success. Our engineering services include feasibility studies, technology evaluation and selection, risk management assessment, asset integrity check and residual life assessment and front-end engineering. We also provide yield and energy optimization and capacity augmentation services in process plants.

We provide a range of project implementation services from concept to commissioning, include project feasibility reports, technology selection, project management, process design, basic and detailed engineering, procurement, inspection, project audit, supply chain management, cost engineering, planning and scheduling, construction management and commissioning. We also provide specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation services and plant operation and safety services.

Procurement Services

We provide comprehensive procurement services including traditional procurement services such as strategic sourcing, material management, contracts management, buying, expediting, supplier quality inspection and logistics. Our clients benefit from our sourcing and supply expertise, technical knowledge, processes, systems and experienced resources.

Construction Management Services

We provide comprehensive construction management services at site including selection of construction contractors, warehouse management, quality control and assurance, progress monitoring and scheduling. We mobilize and demobilize resources, execute and commission projects by engaging subcontractors or through construction management as the owner's agent. Under construction management services, we undertake total site activities from survey and soil investigation to mechanical completion and assistance in commissioning.

Commissioning Services

Our commissioning services include pre-commissioning and commissioning assistance for projects on behalf of our clients. These services include delivery of plant readiness, start-up and commissioning, as well as conducting performance guarantee tests. We review process and engineering design documents with respect to operability and safety matters, and prepare operating manuals for plants providing instructions for safe start-up, shutdown and handling various emergencies. We provide various guidelines and supervise pre-commissioning and commissioning activities at site. We also assist in conducting performance guarantee test runs and provide technical guidance for trouble shooting.

Project Management Services

Project management involves the primary responsibility of managing all aspects of delivering projects on schedule and within budget. We are often engaged as the overall project manager on large complex projects where various contractors and subcontractors are involved and multiple activities need to be integrated to ensure the overall success of the project. Project management services include developing project execution plans, detailed schedules, cost forecasts, progress tracking and reporting, and the integration of the engineering, procurement, logistics and construction efforts. As a project manager, we are accountable to the client to meet safety, functionality, schedule implementation and performance requirements of the project.

Specialized Services

We provide the entire range of services related to environmental pollution assessment, control and management, for various sectors. We have undertaken a large number of environment engineering domestic and international assignments. The specialised environmental services we provide include services towards air quality, water & waste water management and environmental impact assessment studies.

In the field of heat and mass transfer equipment, our services include thermal / hydraulic design & sizing of equipment, synthesis and optimisation of heat exchanger networks such as preheat trains, mechanical design and engineering of fired heaters & air preheat systems and sulphur recovery units. We also undertake capacity enhancement, yield and energy optimisation studies, efficiency improvement studies and abatement of environment pollutants studies.

Our plant operations and safety management services include hazard and safety related studies, quantified risk assessment studies and safety audit.

We also offer services in the field of maintenance of process plants including trouble shooting, specialised repair, material selection and upgradation (both ferrous and non-ferrous, refractories and ceramics), corrosion prevention & control including cathodic protection, water treatment and corrosion inhibition. Over the years, we have has developed expertise in the assessment of residual life of equipment and intelligent pigging of pipelines.

Certification Services

Through our wholly-owned subsidiary, CEIL, a certification and verification agency, we offer certification services for offshore process platforms, well platforms, submarine pipelines and SBM systems. CEIL provides services related to certification, re-certification, safety, audit and HSE management systems for offshore and onshore oil and gas facilities. CEIL also performs third party inspection of equipment and installations in the hydrocarbon and other sectors.

Forms of Contracts and Contract Management

Our service offerings range from concept to commissioning activities, associating with the client often at the early stages of a project. With each specific project, our role can vary. We may be involved in providing design services, front-end engineering, project management, construction management services, supervision of other contractors and we may also assume responsibility for the procurement of materials, equipment and engaging subcontractors. Our role on various projects can vary and our responsibilities for a particular project may be governed by the following kinds of arrangements (or a modified version of the following arrangements):

- Front-end engineering and design ("**FEED**") contracts;
- Project management consultancy ("**PMC"**) contracts, i.e. contracts under which we provide project management services for the implementation of a project though turnkey contractors;
- Engineering, procurement and construction management ("**EPCM**") contracts, i.e. contracts under which we provide project management services for projects implemented by the through coordination of various contractors and sub-contractors, suppliers and external agencies; and
- Engineering, procurement and construction ("**EPC**") contracts, i.e. contracts under which we are responsible for the entire project as a turnkey contractor.

Forms of Engineering Consultancy Contracts

While there is considerable variation in the pricing provisions of the contracts we undertake, our engineering consultancy contracts generally fall into two broad categories:

- Fixed-price contracts; and

- Cost-reimbursable contracts.

Fixed price contracts. Fixed-price contracts describe either "lump sum" contracts or "negotiated fixed-price" contracts. Under lump sum bid contracts, we typically bid against other contractors and engineering consultancy service providers based on the scope of work furnished by the client. Under a negotiated fixed-price contract, we are first selected as the contractor, subsequent to which we negotiate a price with our client for the agreed scope of work.

Cost-reimbursable contracts. Cost-reimbursable contracts provide for reimbursement of costs incurred plus a fee as a percentage of cost for the services rendered.

Forms of turnkey Contracts

Our turnkey contracts (also termed as EPC contracts) generally fall into two broad categories:
- Fixed-price contracts; and
- Open book estimate ("**OBE**") contracts.

Fixed price turnkey contracts. Some of our turnkey projects are under fixed price contracts that fix an all-inclusive lump-sum price for the project with certain key components of the project, such as procurement of certain items that are subject to price variation provisions. In addition, changes in scope of work are defined by change orders agreed by both parties. The EPC contractor has single-point responsibility for completion of a project within the agreed schedule at the awarded turnkey price. While fixed price turnkey contracts entail business and financial risks, notably by requiring us to absorb some of the cost overruns, they enable us to efficiently determine the engineering, procurement and construction sequence for a project and deploy our resources more efficiently and potentially capture these efficiencies in the form of improved margins.

Open book estimate turnkey contracts. An OBE contract is a form of cost-reimbursable contract with a provision for conversion to fixed price turnkey for a project. In an OBE contract, certain specified costs involved in the project that are remunerable as well as the mark-up on the reimbursable cost elements, such as material, equipment supply costs and contract works costs. Under such contracts, our clients choose to work closely with one technology and EPC partner early in the scoping phase, and progressively firm up the fixed price turnkey contract. Benefits under OBE contracts primarily relate to ensuring control over the time and expenses for a project and greater certainty of outcome.

There are other forms of contracts based on guaranteed maximum price, such as "Alliance Contracts", and we continue to evaluate opportunities to work on this model based on mutually beneficial terms to owners and contractors.

Our Operations

We have an established track record and provide integrated engineering consultancy services, offering a full range of design, engineering, procurement, construction and project management services to a broad spectrum of energy-related and other diverse sectors. We believe that we are able to provide our clients with valuable insight based on our experience and expertise for large scale projects that are challenging in nature.

Our operations currently focus principally on the following industries and verticals:
- Petroleum refinery;
- Petrochemicals;
- Pipelines;
- Offshore oil and gas processing;
- Onshore oil and gas Processing;
- Terminals and storages;
- Mining and metallurgy;
- Fertilizers;
- LNG;
- Infrastructure; and
- Nuclear, Thermal and Solar Power

We have established a track record of providing integrated engineering consultancy services, offering a full range of design, engineering, procurement, construction and project management services to a broad spectrum of energy-related sectors. We offer our services for projects in upstream oil and gas production, downstream refining petrochemicals and pipelines. We believe that we are able to provide our clients with valuable insight based on our experience and expertise for large scale oil and gas and petrochemicals projects that are geographically challenging in nature. For further information on significant international projects in the hydrocarbon sector, we have been involved in, see "Business – Our Markets" on page 132.

Petroleum Refining

In the downstream oil and gas industry, we continue to pursue opportunities relating to refined products. Our clients are expanding, modernizing and modifying existing refineries to increase capacity and satisfy environmental requirements and we continue to play an important role in each of these markets.

Over the last four decades we have played a major role in the refinery sector in India. Major petroleum refinery projects for which we have provided engineering consultancy services include the following:

- Refinery project at Mathura, Panipat, Vadodara, Barauni and Haldia for IOCL;
- Refinery projects at Mumbai and Kochi for BPCL;
- Refinery projects at Mumbai and Visakhapatanam for HPCL;
- Refinery project at Bongaigaon for Bongaigaon Refinery and Petrochemicals Limited ("BRPL");
- Refinery project at Numaligarh for NRL;
- Refinery project at Vadinar for Essar;
- Refinery project at Mangalore for MRPL;
- Refinery expansion project at Manali for CPCL;
- DHDS projects for nine refineries in India;
- Refinery project at Bina for BORL;
- Panipat refinery additional expansion project for IOCL;
- Guru Gobind Singh greenfield refinery project at Bhatinda, Punjab for HMEL;
- Vishakhapatnam refinery clean fuel project for HPCL;
- Green fuel and emission control project and FCC Unit at Mumbai for HPCL;
- Diesel hydrotreating ("DHDT") project at Bongaigaon refinery for IOCL; and
- Diesel quality upgrading project for NRL.

We continue to be one of the leading engineering consultancy service providers to the refinery sector in India. Some of the major refinery projects on which we are currently providing engineering consultancy services include:

- Refinery expansion and upgrading project at Mangalore for MRPL;
- Integrated refinery expansion project at Kochi for BPCL;
- CDU-4 project at Mumbai for BPCL; and
- Wax project at Numaligarh for NRL.

For further information on significant international petroleum refining projects we have been involved in, see "Business – Our Markets" on page 132.

Petrochemicals

We have provided engineering consultancy services for several petrochemical projects involving various processes including:

- Gas based/ naphtha based cracker complexes (comprising gas sweetening, C2 / C3 recovery, Ethylene production and high end products including HDPE, LLDPE, PVC, VCM and EO/EG; and
- Aromatic plants comprising naphtha splitters, pre-treaters / reformers, benzene-toluene extraction units, pyrolysis gasoline hydrogenation units, xylene fractionation and isomerization units including overall integration and optimization of such complexes.

We have executed seven mega petrochemical complexes established in India. Some of the major petrochemical projects executed by us include:

- Integrated paraxylene and PTA complex at Panipat for IOCL;
- Panipat naphtha cracker complex project for IOCL;
- Haldia petrochemicals complex for Haldia Petrochemicals Limited ("HPL");
- UP petrochemicals complex at Pata for GAIL;
- Gas cracker and petrochemicals complex at Dahej for IPCL (now RIL);
- Maharashtra gas cracker complex at Nagothane for IPCL (now RIL);
- Naphtha cracker and aromatics complex and downstream plants at Vadodara for IPCL (now RIL); and
- Refinery and petrochemicals complex at Bongaigaon for BRPL (now IOCL).

We are currently providing engineering consultancy services for the following ongoing petrochemicals projects:

- Assam Gas Cracker Complex at Lepetkata for BCPL;
- Petrochemical complex-II at Vijaipur and Pata for GAIL; and
- Dahej petrochemical complex for OPaL.

For further information on significant international projects petrochemical projects we have been involved in, see "Business – Our Markets" on page 132.

Pipelines

We have the capability to plan and execute long distance cross-country and submarine pipelines for transportation of crude oil, petroleum products (single and multi-product), two phase fluids and slurries. We provide a range of services including conceptual scheme, feasibility study, on-site investigation and route survey, cathodic protection and telemetry, telecommunication and tele-supervisory control for pipeline projects in addition to project services such as design and engineering, procurement, construction supervision and project management.

We have been involved in a number of prestigious pipeline projects in India including:

- One of India's largest pipeline network, HBJ gas pipeline and its subsequent gas rehabilitation and expansion project for GAIL;
- One of India's largest LPG pipelines Jamnagar – Loni Pipeline of GAIL; and
- Multiproduct pipelines such as the Kandla – Bhatinda Pipeline of IOCL.

Other major pipeline projects that we have provided engineering consultancy services include:

- Vadinar - Bina crude oil pipeline project for BORL;
- Numaligarh – Siliguri multi product pipeline project of OIL;
- Dabhol – Panvel gas pipeline project of GAIL;
- Loni – Sholapur multiproduct pipeline project of HPCL;
- Mundra - Delhi multiproduct pipeline project of HPCL;
- Dahej - Vijaipur gas pipeline project for GAIL;
- Mumbai – Manmad multiproduct pipeline extension project of BPCL;
- Vijaipur - Dadri Bawana gas pipeline project and compressor station works for GAIL;
- Mundra - Bhatinda crude oil pipeline project for HMEL;
- Bina - Kota multiproduct pipeline project for BPCL;
- Vizag – Secunderabad (South India) LPG pipeline project of GAIL;
- Mangalore - Bangalore multiproduct pipeline project of HPCL; and
- Cochin - Coimbatore - Karur multiproduct pipeline project of BPCL (project transferred later to petronet CCK Limited).

We are currently providing engineering consultancy services for the following pipeline projects:

- Dabhol-Bangalore pipeline project for GAIL;
- Mallavaram-Bhopal-Bhilwara-Vijaipur pipeline for Gujarat State Petronet Limited ("GSPL") and Gujarat India Transco Limited ("GITL");
- Mehsana-Bhatinda pipeline project for GSPL India Gasnet Limited; and
- Upgrading pump stations/terminals of Neharkatiya-Barauni crude oil pipeline of OIL.

For further information on significant international pipeline projects we have been involved in, see "Business – Our Markets" on page 132.

Offshore Oil and Gas

We have worked extensively with ONGC in developing offshore oil and gas projects in Bombay High and other fields including South Bassein, Heera, Neelam, Panna, Mukta and Ratna fields offshore in the west coast of India and in the Ravva fields offshore in the east coast of India. We have also provided engineering consultancy services for offshore reconstruction projects, submarine pipelines, trunk pipelines network for well fluid, water injection and gas lift to ONGC and other clients.

Key offshore oil and gas projects that we have provided engineering consultancy services for include:

- Vasai East development project for ONGC;
- NQ - RC Phase I project for ONGC;
- SH Complex reconstruction project for ONGC;
- 26 well platforms revamp project at Mumbai for ONGC;
- MUT (Mumbai High- Uran Trunk) pipeline project for ONGC;
- BHN revamp project for ONGC;
- Tapti field development STD platform and pipeline engineering project for Enron Oil and Gas India Limited;
- Flare gas recovery project at Neelam and Heera process platforms of ONGC;
- WIN revamp project of ONGC; and
- B-22 development project for offshore facilities of ONGC.

We are currently working on the following consultancy projects:

- Deen Dayal field development project for offshore facilities for GSPC;
- Revamp of unmanned platforms for ONGC;
- WIS (Water Injection South) revamp project for ONGC; and
- NQ-RC Phase II project including new living quarter platform for ONGC.

For further information on significant offshore international oil and gas projects we have been involved in, see "Business – Our Markets" on page 132.

Onshore Oil and Gas

We have provided a range of project implementation and consultancy services for onshore oil and gas projects including for crude gathering stations, multistage separation, crude desalting and dehydration, heavy oil and sour oil processing, gas collection systems, compressor stations, cryogenic natural gas liquid recovery such as LPG, ethane and propane, for ONGC, GAIL and other energy majors in India.

Key onshore oil and gas projects for which we have provided engineering consultancy services include:

- KG Bhasin Phase III upgrade project for GAIL;
- Gas processing complex at Gandhar, Usar, Lakwa, Vagodia for GAIL;
- Gas processing complex at Hazira for ONGC;
- Hazira phase III Expansion project at Hazira for ONGC;
- Additional gas processing facilities at Hazira and Uran for ONGC.

Some of our ongoing consultancy projects are:

- Western onshore redevelopment project of ONGC; and
- Enhanced oil recovery project of CAIRN India.

For further information on significant international offshore oil and gas projects we have been involved in, see "Business – Our Markets" on page 132.

Terminals and Storages

Oil and gas companies require large storage tanks and terminals in the course of exploration, production, storage and transportation of oil and gas and derivative products. We have experience in the construction of various kinds of tanks and terminals and other storage facilities. We have provided PMC and consultancy services on various coastal engineering projects, including geo-technical engineering, layout preparation for ports and shipyards and materials handlings and undertake feasibility reports, detailed project reports and provide project implementation services for the following types of projects: jetties and berthing/mooring structures in harbors; port terminals for import/export, bulk storage and distribution of chemicals and petrochemicals; port terminals for import, storage and dispatch of crude oil and products; terminals for handling of import, storage and distribution of LPG and other gases in pressurized cryogenic form; port and harbor works including material handling facilities; SBM and related works; intake and outfall structures and effluent pipelines; and special marine works.

We have provided engineering consultancy services for the development of infrastructure projects for clients in the hydrocarbon sector and to various Ports Trust Authorities in India.

We have also provided engineering consultancy services for the GoI's energy security initiative in strategic crude storages, and have developed particular expertise for providing storage of crude oil in unlined underground caverns.

We have provided engineering consultancy services for the following, among other, key projects:

- Single Point Mooring ("**SPM**"), terminal and associated offshore pipelines for BORL and HMEL;
- Fixed jetty at Nagapattinam Project for CPCL;
- Jetty/Docklines and Terminal at Jawaharlal Nehru Port for BPCL;
- Product import facilities off Hazira for ONGC;
- Chemicals port terminal at Dahej for Gujarat Chemical Port Terminal Company Limited ("**GCPTCL**"); and
- Marketing terminal at Siliguir for NRL.

Some of the projects for which we are currently providing engineering consultancy services are:

- Strategic crude oil facilities at Mangalore, at Vishakhapatnam and at Padur for the Indian Strategic Petroleum Reserves Limited ("**ISPRL**"); and
- Development of port facilities project (including break-waters, import/ export terminal) for Ratnagiri Gas and Power Private limited ("**RGPPL**") / GAIL.

For further information on significant international terminals and storages projects we have been involved in, see "Business – Our Markets" on page 132.

Mining and Metallurgy

As of September 30, 2013, we have implemented 29 mining and metallurgical plants for various clients, including, for alumina, aluminum, copper, zinc, lead titanium, cadmium, gallium, magnesium, rock phosphate, graphite, fluorspar, limestone, coal and lignite . We have provided basic and detailed engineering, procurement and tendering, project management, construction management and commissioning services for various projects, and have the requisite experience to undertake complete work for such projects. We also provide other specialized services such as laboratory tests, bench and pilot plant test, specialist materials and maintenance services in addition to geology and mining services.

Key mining and metallurgy projects for which we have provided engineering consultancy services include:

- JSW alumina refinery project at Vizag for JSWAL;
- Expansion of Muri alumina refinery project for INDAL;
- 1.4 million TPA alumina refinery project at Lanjigarh for Sterlite;
- Expansion of Hirakud aluminum smelter at Hirakud for INDAL;
- Expansion of aluminum smelter at Angul for NALCO;
- Expansion of mines and alumina refinery at Damanjodi for NALCO; and

- Phase II expansion project of smelter at Angul for NALCO.

We are currently providing engineering consultancy services for the following projects:

- Mahan aluminum smelter project at Sidhi, Madhya Pradesh for HINDALCO;
- Fourth stream upgradation project at Damanjodi, Orissa for NALCO;
- Aditya alumina smelter project at Lapanga, Sambalpur, Orissa for HINDALCO;
- Phase II expansion project for bauxite mines, alumina refinery at Damanjodi, Orissa for NALCO.

For further information on significant international mining and metallurgy projects we have been involved in, see “Business – Our Markets” on page 132.

Fertilizer

We provide complete range of services for the fertilizer projects starting with feasibility study up to commissioning and have worked with renowned licensors of ammonia and urea technologies. We have assisted FAI in providing cost estimates for the formulation of the recently announced new Urea Policy. Some of the major fertilizer projects we have been involved in, in India include the Ammonia-Urea Complexes at Phulpur, Bhatinda, Panipat, Bharuch and the Ammonia Plant at Kalol and Taloja. We are also providing detail engineering services to M/s Indogulf Fertilizer for the revamp project of ammonia and urea plant at Jagdishpur.

For further information on significant international fertilizer projects we have been involved in, see "Business-Our Markets" on page 132.

LNG

We are executing LNG storage and Regasification projects and the related downstream infrastructures such as pipelines in the LNG sector.

Some of the projects completed by us include:

- LNG terminal for petronet LNG at Kochi;
- Expansion of LNG terminal at Dahej for Petronet LNG;
- LNG Terminal at Dabhol for RGPPL; and
- LNG storage expansion project for Shell Hazira.

Some of our current assignments in LNG sector include:

- LNG terminal at Gangavaram for Petronet LNG;
- Terminal expansion for Petronet LNG at Dahej; and
- Stand-by LNG jetty at Dahej.

For further information on significant international LNG projects we have been involved in, see “Business – Our Markets” on page 132.

Infrastructure

We provide engineering, project management and construction management services, third party inspection services, "independent engineer" services, technical audits and other related services for infrastructure development projects involving urban development, including airports, highways, flyovers, bridges, water and sewer management, as well as energy-efficient “intelligent” buildings, institutional complexes, data centers and R&D centers.

We have provided engineering consultancy services for the following key projects:

- Consultancy services for setting up a township and colony for the ordinance factory at Nalanda for the Defence Research & Development Organization ("**DRDO**");
- Lender’s engineer services for Delhi - Gurgaon six lane expressway highway for HUDCO and expressways in Raipur - Aurang and Lucknow - Sitapur for State Bank of Travancore;
- Third party inspection and quality works for eight flyovers of Public Works Department in Delhi;

- PMC services for sports facilities and associated infrastructure for Commonwealth Games 2010 for the University of Delhi;
- PMC services for office complex for OIDB; and
- PMC services for IIT Roorkee extension campus at Greater Noida.

We are currently providing engineering consultancy services for the following projects:

- Independent engineer services for modernization and restructuring project of the Mumbai Airport;
- PMC services for interceptor sewer project along Najafgarh, supplementary and shahdara drains for the abatement of pollution in River Yamuna for DJB;
- Turnkey consultancy services for redevelopment project at Connaught Place for NDMC;
- PMC services for construction of data centers at Manesar and Bangalore for Unique Identification Authority of India ("**UIDAI**");
- PMC services for Rajeev Gandhi Institute of Petroleum Technology ("**RGIPT**") at Rai Bareli, Uttar Pradesh and Sibsagar, Assam;
- Third party inspection services for Indo China border roads for MHA, GoI;
- TPI services for various projects of MCD;
- PMC services for R&D complex at Bangalore for HPCL;
- PMC services for Institutional complex at Faridabad for RCB;
- PMC services for canal/ pipeline/ pumphouse works for SSNNL; and
- PMC Services for housing projects of Gujarat Housing Board.

Nuclear, Thermal and Solar Power Projects

We provide a variety of services in the nuclear, thermal and solar power sectors. We have provided services for captive power plants for the various refineries, petrochemicals and other major projects executed by us. Some of our current assignments include:

- Basic design and engineering for balance of plant systems for 2 X 1000 MW nuclear power plant KKNP of NPCIL;
- PMC services for a grass root nuclear fuel complex of NFC;
- Design, engineering and procurement assistance to AREVA for 1 X 125 MW solar thermal power plant of Reliance Power;
- PMC services for 5 MW solar photovoltaic power plant of GAIL India; and
- Engineering services for 2 X 660 MW supercritical thermal power plant of Orissa Power Gas Company ("**OPGC**").

Turnkey Projects

We provide a complete range of project services in connection with the conceptualization, planning, design, engineering and construction of projects. Subsequent to the commissioning of a plant, we also provide monitoring operations for plants and accumulate feedback on performance. We offer EPC services on our own as well as in association with other established equipment manufacturers and construction companies in India and internationally.

Key turnkey projects completed by us include:

- EPCC - 3 Package – (LLDPE / HDPE Swing Unit) for Panipat naphtha cracker project of IOCL;
- EPCC packages 1 and 2 for integrated PX-PTA Project at Panipat for IOCL;
- Euro IV quality upgrading project at Chennai DHDT and NHT/ ISDM units for CPCL;
- D1 Well cum water injection platform for ONGC;
- 3 Pipelines project in Mumbai High North Field for ONGC;
- N-11, N-12 well platforms project for ONGC;
- MNW for ONGC;
- Mumbai High North clamp on project and pipeline II project;
- WIPRP Phase I for ONGC; and
- Bombay High pipeline replacement project for ONGC.

Some of our ongoing turnkey projects are:

- PFCC Unit of Phase III refinery project at Mangalore for MRPL;
- Sulphur block project of Phase III refinery project at Mangalore for MRPL;
- Polypropylene unit of Phase III refinery project at Mangalore for MRPL;
- SPM and associated facilities project of Mangalore Refinery for MRPL;
- Onshore gas processing complex at Mallavaram, East coast of Kakinada for GSPC;
- South jetty and pipeline facilities terminal project at Paradip for IOCL;
- Butene-1 Project of IOCL at Panipat; and
- Coker Block for Resid Upgradation Project of CPCL, Chennai.

Pre-qualification, Project Tenders and Marketing

In selecting contractors or consultants for major EPC projects, clients generally limit the tender to contractors they have pre-qualified based on several criteria including experience, technological capacity and proven track record, reputation for quality, safety record, financial strength and size of previous contracts in similar projects. The price competitiveness of the bid following pre-qualification is usually an important selection criterion. Pre-qualification is key to our winning bids for projects and we continue to develop on our pre-qualification status through concentrated marketing efforts aimed at major energy conglomerates and infrastructure development agencies and entities.

Because of the cost and management resources required in preparing a bid for a contract, whether turnkey or for a specified scope of engagement, we only bid for selected projects. Each project is carefully analyzed and prior to bidding, we estimate the costs and analyze the financial and technical aspects of the project. In evaluating bid opportunities, we consider such factors as the client's reputation and financial strength, previous association, the geographic location and the difficulty of the work, whether financing arrangements for the proposed project have been finalized, our current and projected workload, the likelihood of additional work, the project cost and profitability estimates, and our competitive advantage relative to other potential bidders. The bid estimate forms the basis of a project budget against which performance is tracked through a project cost system, enabling management to monitor projects continuously.

Our marketing operations are extended at the regional levels with strategic and supervisory support from the corporate offices in New Delhi. We have established regional offices at Kolkata, Chennai and Vadodara, a branch office at Mumbai and regional procurement offices at Delhi, Vadodara, Mumbai, Pune, Ahmedabad, Hyderabad, Chennai, Kolkata and Bangalore. We have also established a strategic presence in London, Milan and Shanghai for procurement support and to gain market knowledge. We have a project engineering office at Abu Dhabi, which acts as an engineering hub for the entire Middle East region. We continue to capitalize on this international presence to develop and maintain relationships with energy conglomerates, engineering companies, infrastructure developers and other EPC contractors. We currently provide construction management at various locations, and our resident construction managers at these locations are able to identify and alert us to potential opportunities in such locations.

Our Markets

India

Historically, most of our operations have been focused in India. The high demand for crude and refined oil and gas and derivative products in India is expected to result in several large oil and gas exploration, production and transportation projects as well as refinery projects in this region, including pipeline projects and several LNG import terminals. Further, low operating costs of refinery facilities in India are expected to contribute to the growth in refinery projects in South Asia. In addition, the GoI's focus and increased budgetary allocation and increased funding by international and multilateral development finance institutions for infrastructure development has resulted in or is expected to result in various infrastructure projects in India. In fiscal 2011, 2012, 2013, and in six months ended September 30, 2013, approximately 96.74%, 96.88%, 93.80% and 92.88% of our income from operations were attributable to projects in India. For further information on significant projects we have been involved in India, see "Business – Our Operations" on page 125.

International Operations

We have over the years implemented several projects in, and intend to further expand our operations in, key regions outside India. These jurisdictions include the Middle East, North Africa and South East Asia.

Middle East

Heightened exploration, production and transportation activity in the energy sector in the Middle East has resulted in the development of several oil and gas projects as well as several infrastructure projects.

We commenced operations in the Middle East region in the 1970. We intend to leverage our track record in the energy industry to focus on all verticals of the oil and gas industry as well as the non-ferrous mining and metallurgy sector in the Middle East. We intend to build on our experience in the Middle East and continue to focus on projects in the United Arab Emirates, Qatar, Kuwait, Oman, Bahrain and Saudi Arabia and, based on specific project opportunities, in other countries in the region. We continue to further strengthen our offices in Abu Dhabi to develop a marketing hub for projects and other strategic opportunities in the Middle East. We continue to evaluate strategic joint venture arrangements, particularly with equipment providers, to target EPC projects in the region.

In this region, we have completed several international projects, including the following:

UAE

- PMC services for NGL pipeline replacement project in Abu Dhabi;
- PMC services for Borouge -2 Project of BOROUGE;
- PMC services for Asab, Bab, Buhasa Ruwais modification project;
- Maqta - Taweelah - Jebel Ali gas pipeline for the National Petroleum Construction Company ("**NPCC**"), Abu Dhabi;
- The inter-refineries pipeline project for Abu Dhabi Oil Refining Company ("**Takreer**"), Abu Dhabi;
- Maqta - Al Ain pipeline project in Abu Dhabi for Abu Dhabi National Oil Company ("**ADNOC**"); and
- FEED for new gas injection, gas lift, oil facilities in Abu Dhabi.

Bahrain

- Consultancy services for Reduction Line 1 and 2 rectiformer replacement project of Bahrain Aluminum;
- General engineering service agreement with BAPCO.

Kuwait

- Instrument modernization project of KNPC;
- Engineering services contract for Equate Petrochemical Company; and
- Engineering services to Tecnimont, Italy for aromatics plant at Kuwait Aromatics.

Oman

- Preparation of feasibility study and FEED package for Bitumen Production Project of Sohar Refinery;
- Value maximization study for Oman Refineries and Petrochemicals Limited ("**ORPC**"); and
- Basic Design Package and FEED (optional) for Sohar Refinery expansion project for ORPC.

Saudi Arabia

- Engineering services for R&D Technology Centre at Al - Jubail, SABIC Saudi Basic Industries Corporation ("**SABIC**"); and
- Detailed energy assessment studies for Ras Tanura, Jeddah Refinery and Berri and Uthmaniyah Refinery of Saudi Aramco.

We are currently executing the following projects in this region:

UAE

- PMC services for pipeline project in Abu Dhabi;
- PMC services for EPC phase for Habshan Acid Gas flare recovery project; and
- Detailed Engineering for upgrade of SLOPS and DRAINS at USSC of ADMA OPCO and PMC for upgradation and replacement of substations in Phase I.

Bahrain

- Miscellaneous projects awarded under "provision of engineering services agreement" with BAPCO.

Africa

We commenced operations in Africa in 1978 through project monitoring services in Algeria for SONATRACH. We intend to expand our presence in this strategically important region as it has oil and gas reserves and potential for engineering and construction projects in the energy industry and infrastructure sector. We have provided a range of engineering consultancy services on several petroleum refinery projects and onshore oil and gas projects in North Africa, particularly in Algeria, and leverage this experience to further expand our operations in other countries in the region including Ghana, Nigeria and Kenya. We have recently been awarded several projects in Algeria, and we expect our revenues from projects executed in Africa, particularly Algeria, to increase in the future. We intend to consolidate on our track record in this region to target EPC contracts in the oil and gas sector, particularly for refinery and other onshore projects.

Key projects we have worked on in this region include:

- PMC Services to SONATRACH for various projects in Algeria;
- Development of engineering capabilities and PMC services for condensate topping and LNG plant of SONATRACH. in Algeria; and
- Detailed feasibility study for refinery expansion and upgradation of Kenya refinery for Essar Oil.

We are currently executing the following projects in this region:

- PMC services for the rehabilitation of Skikda and Algiers refineries for National Company of Oil Refinery ("NAFTEC") Spa, Algeria (subsequently merged with Société Nationale pour la Recherche, la Production, le Transport, le Transformation, et la Commercialisation des Hydrocarbures s.p.a. ("SONATRACH")); and
- PMC services for Ammonia, Urea plant complex at Nigeria to M/s Indorama.

South East Asia

South East Asia continues to be a geographic area of keen interest for us due to the relative abundance of undeveloped natural gas resources, growing demand for natural gas for power generation and industrial and residential usage and our past success in the region.

We have been conducting operations in South East Asia since 1982. We intend to consolidate our operations in various jurisdictions in this region including Malaysia, Indonesia, Singapore, Thailand, Vietnam and Philippines. We have established a wholly-owned subsidiary in Malaysia, EILAP. However, the operations of this subsidiary have been affected by local regulations issued by the Bhumiputra. We continue to leverage our track record in South East Asia to further expand our operations into neighboring markets.

In this region, we have completed several projects, including the following:

Malaysia

- PMC services for VCM project in Malaysia of Vinyl Chloride (Malaysia) Sdn. Bhd.; and
- PMC services for fertilizer project of Petronas Fertilizer (Kedah) Sdn. Bhd.

Vietnam

- Engineering for gas compression platform in White Tiger Field Offshore, Vietnam for Samsung Heavy Industries, Korea.

Indonesia

- Design and engineering services for bitumen production from bituminous rocks for WIKA; and
- PMC Services for 1900 TPD ammonia plant in Central Sulawesi, Indonesia for Panca Amara Utama (PAU).

Other Markets

We also intend to expand our operations to Latin America including Venezuela and South Asia including Bangladesh focusing on oil and gas projects and mining and metallurgy projects and we continue to evaluate various entry strategies.

We are currently providing PMC services for the ShahJalal fertilizer project at Bangladesh of BCIC.

Competition

We operate in competitive markets. The principal factors affecting competition include: customer relationships; technical excellence or differentiation; price; service delivery including the ability to deliver personnel, processes, systems and technology as required including local content and presence; service quality; health, safety and environmental standards and practices; financial strength; breadth of technology and technical sophistication; risk management awareness and processes; and warranty. The level of competition varies, depending on the industry or business vertical, as well as the size, nature and complexity of the project and the geographical region in which the project is to be implemented.

We compete with U.S., European, Japanese and Korean engineering and construction companies or their regional operating entities as well other regional engineering and construction companies, including those in India. In the mining and metallurgy sector and in the infrastructure sector, our competitors include various Indian engineering and construction companies. Some of our competitors have greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively for large-scale project awards.

For EPC contracts, we may bid for projects up to a certain value. Although the value of projects for which we are able to compete for has increased in recent years, we may be unable to compete with international engineering and construction conglomerates for high value contracts. However, on some projects that are of comparatively lesser value, we compete with these international EPC contractors or their regional operating entities. Depending on various factors, including our prior experience on such projects and the extent of our operations in the relevant geographical region, we are able to leverage our local experience, established contacts with local clients and suppliers, and familiarity with local working conditions to provide more cost effective services than our competitors or offer a superior value proposition. Since a large part of our operations are based in India, we also benefit from lower overheads to our operations as compared to our European or U.S. competitors.

Other Alliances

In connection with the bidding process for certain larger or more technically complex projects, we may enter into project specific joint ventures or alliances with other engineering and construction or technology companies to share risks and combine financial, technical and other resources. Typically, we seek one or more joint venture or alliance partners when a project requires local content, equipment, manpower or other resources beyond those we have available to complete work in a timely and efficient manner or when we wish to share risk on a particularly large project. In a project specific joint venture or alliance, each member of the joint venture or alliance shares the risks and revenues of the project, according to a predetermined agreement. Our joint venture and alliance agreements identify the work to be performed by each party, procedures for managing the joint venture, the manner in which profits and losses will be shared by the parties, the equipment, personnel or other assets that each party will make available to the joint venture and the method by which any disputes will be resolved. Although joint ventures and strategic partnerships often impose joint and several liabilities on the partners, we seek to ensure that such liabilities are contractually limited to the scope of work of each party in the joint venture. We have also entered into various joint development arrangements and alliances in connection with the commercialization of technology or products and processes developed by us, or for the licensing of or joint-development of engineering technology from third parties.

Significant Clients

We provide services to a diverse client base, including Indian and international oil and gas companies, independent refiners, petrochemical producers, fertilizer producers and the GoI. Our business is aligned into two principal operating segments: the Consultancy and Engineering Projects segment and the Turnkey Projects segment. In our Consultancy and Engineering Projects segment, we provide a range of engineering consultancy and project implementation services. In our Turnkey Projects segment, we undertake EPC projects on a lump-sum turnkey contract basis.

In our Turnkey Projects segment, total income from a single client frequently contributes a significant portion of our segment income. This is due in part to the fact that most turnkey projects are high value with considerable amount of pass-through costs included in the computation of our segment income, as well as because revenues on these projects depend on the stage of completion they are in. In contrast, in the Consultancy and Engineering Services segment, it is uncommon for a client to contribute 22% or more of total income in the Consultancy and Engineering Services segment in any given fiscal year. However, we may from time to time perform a number of engineering consultancy projects for a single client in the same fiscal year, which may cause total income from that client to exceed 22% of our total income in the Consultancy and Engineering Services segment. In fiscal 2011, 2012 , 2013 and in the six months ended September 30, 2013, revenues from our single largest client in the consultancy and engineering projects segments represented 23.55%, 15.32%, 14.24% and 30.25%, respectively, of our total income in these years.

Order Book

Our Order Book comprises anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of a particular date. Our Order Book as of September 30, 2013 was 32,323.90 million. In addition, subsequent to September 30, 2013, we have been awarded several contracts. The following contract summaries describe projects representing a majority of our current Order Book as of September 30, 2013:

Turnkey Contracts

- Coker Block for Resid Upgradation Project of CPCL, Chennai.
- South jetty facilities, product & crude pipelines from refinery to south jetty & product pipeline from refinery to marketing terminal and solid west incinerator project at Paradip Refinery Project of IOCL at Paradip Orissa. This project is part of IOCL’s Paradip Refinery Orissa Project. The project was awarded on an OBE basis.
- Onshore Gas Terminal (OGT) unit of GSPC at Kakinada, Andhra Pradesh . This project is part of GSPC’s Deen Dayal Field Development Project in Mallavaram, Kakinada, Andhra Pradesh, India. The project was awarded on an OBE basis.
- Poly propylene unit of MRPL. This project is part of MRPL’s Phase-III Expansion Project, which was awarded to us on an OBE basis.
- Ethylene dimerisation plant and associated works for production of Butene-1 Panipat, Naphtha Cracker Complex at Panipat. This project is part of IOCL’s Panipat Naphtha Cracker Project, which was awarded to us on an OBE basis.

Consulting - Fixed price contracts

- The Integrated Refinery Expansion Project (IREP) of BPCL Kochi Refinery aims to increase refining capacity from present 9.5 MMTPA to 15.5 MMTPA, including modernization of refinery to produce auto-fuels complying with Euro-IV/V specifications, up-gradation of residue stream from the refinery to value added products and production of propylene as petrochemical feedstock.
- Dahej Petrochemical Complex of Opal. Our role is the provision of PMC services for this project.
- Interceptor Project of DJB. The project consists of Interceptor Sewer along Najafgarh, supplementary and shahdara drains for the abatement of pollution in River Yamuna for DJB.
- Mallavaram-Bhopal-Bhilwara-Vijaipur Pipeline of GSPL India Transco Limited ("**GITL**"): We are providing EPCM services for the pipeline for GITL.
- Mehsana – Bhatinda Pipeline of Gasnet. We are providing EPCM services for the pipeline for GSPL India Gasnet Limited.

Consultancy - Cost/rate reimbursable contracts

- GAIL Viajipur and Pata Expansion – GAIL Petrochemical Complex - II project. We are implementing the project on an EPCM basis.
- Western Onshore Redevelopment Project of ONGC. We are implementing the project on a PMC basis.
- Assam Cracker Complex of BCPL. This is a grassroots petrochemical complex in Assam. Our role is the provision of EPCM services for this project.

Equipment and Materials

Equipment and materials essential to our business are available from various sources. The principal materials we use in our EPC contracts include structural steel, metal plate, concrete, cable and various electrical and mechanical components. The principal equipment and materials we use in our business are subject to availability and pricing fluctuations due to customer demand, producer capacity, market conditions and material shortage. We monitor the availability and pricing of equipment and materials on a regular basis. Our procurement department actively leverages our size and purchasing power to ensure that we have access to key equipment and materials at the best possible prices and delivery schedule. While we do not currently foresee any lack of availability of equipment and materials in the near term, the availability of these items may vary significantly from year to year and any prolonged unavailability or significant price increases for equipment and materials necessary to our projects and services could have a material adverse effect on our business.

Technology and Research and Development

We are a technology driven organization and have developed or have the right to license leading technologies, which we license to our clients in the oil and gas, refining petrochemical and fertilizer industries. As of September 30, 2013, we have developed over 30 process technologies either on our own or in collaboration with our clients and reputed research institutions. As of the date of the Red Herring Prospectus, 2013, we held 14 patents and have 15 pending patent applications for grant relating to various process technologies and hardware developed by us. Our portfolio includes various technologies for petroleum refining, oil and gas processing and aromatics. Some of these technologies have been commercially applied.

We own and operate a research and development complex at Gurgaon which was established in 1988 as part of an initiative of the Scientific Advisory Committee of the MoPNG for the development of indigenous hardware and process scale-up capabilities. Our research and development center at Gurgaon has enhanced our capabilities for process design engineering, heat and mass transfer equipment designs, integrated systems evaluation in among other areas, refineries, petrochemicals, gas processing and metallurgy.

Technologies developed by us and held under license from third parties for further sub-licensing include, among others, (i) in relation to petroleum refining processes, crude distillation, vacuum distillation, bitumen blowing, visbraking, hydrotreating (naphtha, kerosene / ATF and diesel), reformers and isomerisers, (ii) in relation to oil and gas related technologies, gas sweetening, gas dehydration, dew point depression, gas transportation, LPG and ethane/ propane recovery units, and (iii) in relation to aromatics, naphtha splitter, benzene toluene extraction and fractionation and xylene fractionation. We have expertise in the distillation area and have created a data bank on distillation processes at our research and development facilities in Gurgaon. We have also developed expertise relating to ejectors, eductors, incineration, non-ferrous metallurgy and furnaces. We are also conducting studies to improve efficiency and facilitate efficient troubleshooting in refineries using the latest techniques and with the help of software applications like computational fluid dynamics.

We believe our technology portfolio and experience in the commercial application of these technologies and related know-how differentiates us from other engineering construction companies, enhances our margins and encourages customers to utilize our broad range of engineering, procurement, construction and project management services. Our rights to make use of technologies licensed to us are governed by written agreements of varying durations, including some with fixed terms that are subject to renewal based on mutual agreement. Generally, each agreement may be further extended and we have historically been able to renew existing agreements before they expire. We expect these and other similar agreements to be extended so long as it is mutually advantageous to both parties at the time of renewal.

Technology	Own Technology/ Collaborators	Status
Visbreaking (coil and soaker)	Indian Institute of Petroleum ("IIP")	Developed and commercialized
Delayed coking	IIP	Developed and commercialized

Technology	Own Technology/ Collaborators	Status
Solvent dewaxing/de-oiling	IIP	Commercialized
Solvent deasphalting	IIP	Commercialized
SDA with supercritical solvent recovery	IIP, HPCL	Technology successfully demonstrated
Lube extraction	IIP, CPCL	Commercialized
Sulpholane extraction for BT recovery/ food grade Hexane production	IIP	Commercialized
Tetra-Ethylene Glycol Extraction for BT recovery	Own technology	Commercialized
Diesel Hydrotreating	IOCL R&D	Commercialized
Gas sweetening (MDEA based)	Own technology	Commercialized
Sulphur recovery (Claus)	Own technology	Commercialized
Sulphur recovery (tail gas treating)	Own technology	Commercialized
Sulphur recovery (enriched air)	CPCL	Commercialized
Naphtha isomerisation	IOCL-R&D	Commercialized
Bitumen blowing	IOCL-R&D	Commercialized
Sulphur recovery liquid phase oxidation	GNFC	Commercialized
Catalytic degassing of sulphur	Own technology	Commercialized
LPG sweetening using continuous film contactor (CFC technology)	IOCL R&D	Catalyst performance demonstrated: Engineering of first commercial unit under progress
Membrane separation of CO2 from natural gas	IICT	Demonstration unit set up; performance meets design requirements; ready for commercialization
LPG and/or C2/C3 recovery from natural gas	Own technology	Commercialized
Condensate Fractionation	Own technology	Commercialized
Spent caustic treatment	Own technology	Commercialized
Gasoline desulphurisation adsorptive/ reactive process	IOCL R&D	Engineering of first commercial unit under progress
Food Grade Hexane unit	IOCL R&D	Commercialized

Intellectual Property

For technologies we own, we protect our rights through patents and confidentiality agreements to protect our know-how and trade secrets. As of the date of the Red Herring Prospectus, we held 14 patents and have 15 pending patent applications relating to various process technologies and hardware developed by us.

Our name Engineers India Limited is registered under Class 37 and "EIL"has been registered under Class 42. Application for registration of "EIL" under Classes 35 and 37 are pending and our corporate logos and are registered under the provisions of the Trademarks Act, 1999, in Classes 35, 37 and 42.

Health, Safety and Environment

We are committed to internationally accepted best practices and comply with applicable health, safety and environmental legislations and other requirements in our operations in different jurisdictions. In order to ensure effective implementation of our practices, at every project all hazards are identified at various stages of the project life cycle. Associated risk is evaluated and mitigation measures are implemented by way of upgrading instrumented protective systems, optimizing inventory level and providing guidelines for emergency response planning.

We believe that all accidents and occupational health hazards can be prevented through systematic analysis and control of risks and by providing appropriate training to employees, contractors, subcontractors and communities.

Our employees work constantly and proactively towards eliminating or minimizing the impact of hazards to people and the environment. We encourage the adoption of occupational health and safety procedures as an integral part of our operations. We believe that health, safety and environment practices can be implemented through the adoption of five principal processes set out below:

- Rapid risk analysis, which analyzes the impact of a significant default situation resulting in release of hazardous materials and is used for obtaining applicable environmental clearances;
- Environmental impact assessment, which assesses the environment around a facility and the potential impact of facility development and is also required for obtaining requisite environmental clearances;
- Hazard identification ("HAZID") studies, which analyzes the equipment layout and enables hazardous area classification to assess and address associated operational hazards;

- Hazard and operability ("HAZOP") studies, which involve the investigation of the design of facilities to identify design limitation for potential operational hazards and problems; and
- Safety integrity level ("SIL") studies, which evaluate the reliability of instrumented protective systems for avoiding release of any hazardous inventory.

The application of our health, safety and environmental accountability from each employee enforced through front–line supervision, incorporating safe work practices as standard operating procedures, and the philosophy that safety is an equal part of the business process. Regular training is carried out to provide and update knowledge of the employees on various project activities and related safety issues.

We have also demonstrated our commitment to protecting the environment by minimizing pollution, waste and optimizing fuel consumption towards continual improvement of environmental performance.

We have been accredited by Quality Council of India to carryout environment impact studies in the field of refineries, petrochemicals, oil and gas, pipelines, non-ferrous metallurgy, township and area development project and power plants. We are also member of British Safety Council.
We have received several awards in recognition of our commitment to health, safety and environmental standards across our operations. Our quality management systems have been certified ISO 9001-2008 by the IRQS across all the areas in which we provide our services. We are committed to adhering to corporate HSE policies and safe working practices in the implementation of our projects and this has been recognized by several awards and certifications from various clients in relation to our projects. For example, we have received several recognitions for our safe man-hours work without any "lost time accident" including for rehabilitation and adaptation of Skikda refinery project of SONATRACH, Algeria, Dahej Petrochemical Complex for Opal, Assam Gas Cracker Complex at Lepatkaka for BCPL, Panipat refinery expansion project of IOCL and Panipat naphtha cracker project of IOCL. We also received recognition for achieving 5 million safe man-hours in relation to strategic storage of crude oil project at Mangalore of ISPRL. We are also a principal panellist for the development of various safety standards for the Oil Industry Safety Directorate under the MoPNG.

We also received the for Sarvashreshtha Suraksha Puraskar (Golden Shield) from National Safety Council of India ("**NSC**I") and Special Commendation for the Golden Peacock Occupational Health and Safety award during the fourteenth World Congress on Environment Management organised by Institute of Directors ("**IOD**").

Sustainability

For us sustainability is not just about contributing to a good cause or complying with environmental regulations but rather about operating its business in a manner that is responsible and transparent to all its stakeholders.

Sustainability for us implies:

- Delivering projects in accordance with our corporate quality and HSE policies to fulfill our client's targets of sustainability;

- Fostering partnership with our customers, suppliers, contractors and the community to support sustainable development;

- Nurturing and training our highly qualified workforce for sustainability initiatives;

- Developing and deploying environment-friendly technologies and work practices; and

- 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 and society at large are the cornerstones of our business operations which also ensure business continuity. Our research and development initiatives are focused on offering 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.

Insurance and Guarantees

We are typically required to provide performance guarantees guaranteeing our performance obligations in relation to a project (typically ranging between 5.0% and 20.0% of the contract value). We may also be subject to claims resulting from defects arising from engineering, procurement and/or construction services provided by us within the defect liability periods, which typically range between 12 and 24 months from the date of commissioning. We sometimes commit that the project, when completed, will also achieve certain performance standards. If we fail to complete the project as scheduled, or if the project subsequently fails to meet guaranteed performance standards, we may be held responsible for cost impacts to the client resulting from any delay or failure to achieve the required performance standards, generally in the form of contractually agreed-upon liquidated damages, which are typically capped at between 5.0% and 20.0% of the contract price. The amount of guarantee facilities available to us depends upon our financial condition and availability of adequate security for the banks and financial institutions that provide us with such facilities. In certain jurisdictions, we use letters of credit in lieu of performance and/or financial guarantees for projects.

Our insurance policies consist of standard fire and special perils policies, along with group personal accident insurance, overseas travel and medical policies. Specifically, we maintain property insurance for loss and damage caused by standard fire, burglary/theft, and special perils (including terrorism) to certain of our properties, such as our head office in New Delhi and our research and development complex in Gurgaon. We have also obtained group personal accident, medical and overseas travel insurance for the benefit of our employees. We also have a director's and officer's liability policy to cover liabilities against the directors and officers of the Company.

Information Technology System

We have developed a robust IT network for secure and reliable information flow. We have made considerable investments in developing a secure and efficient information system including state of the art engineering design tools used in our EPCM business. We believe that our international proven process and engineering design software enable us to provide services to our clients.

Comprehensive home grown solutions are developed for project management, project planning, procurement and construction related issues. We also provide video conferencing systems to facilitate solving day-to-day construction related issues. Electronic document management system (EDMS), PDS and PDMS are used to provide better efficiency.

Our team of experts also provides IT services to other public sector undertakings in India and government organizations in the following areas:

- Total systems assignments from feasibility study to implementation;
- Customized software development;
- Networking, communications and network security planning; and
- Plant database (engineering documentation) system.

Awards

We have received various awards in relation to our performance, including the following:

Awards 2010-11

- Business Standard Star PSU of the Year 2010 Award. Shri A K Purwaha, C&MD received the award from Hon'ble Prime Minister of India, Dr. Manmohan Singh.
- PETROTECH-2010 Life Time Achievement Award to Shri M S Pathak, former C&MD by Hon'ble Prime Minister of India, Dr. Manmohan Singh in recognition of his outstanding contribution to Hydrocarbon Industry.
- Project Management Institute (PMI) Award-2010 for Bina Refinery Project of Bharat Oman Refineries (BORL).
- Construction Industry Development Council (CIDC) Vishwakarma Award-2011 in five categories. In individual category, C&MD Shri A K Purwaha was chosen as an Industry Doyen while the then director (Commercial) Shri G D Goyal was recognized as an Outstanding Public Officer. The Company was also selected as the Best Professionally Managed Company. It also bagged Best Project Awards in Oil & Gas category for its Bina Refinery and Panipat Naphtha Cracker Project.

- Petrofed Award-2010 for Woman Executive in Oil & Gas Industry to Ms. Nisha Peeoosh Guha, DGM (PEM).
- Prashansa Patra Award for the year 2009 by National Safety Council of India (NSCI) in the construction category for Underground Cavern Project at Vizag.
- Public Relations Society of India (PRSI) National Award-2010 for Aap Aur Hum-1st prize and Hamara EIL-2nd prize (in Hindi category).
- Amity Corporate Excellence Award for Best Intellectual Human Resource Utilization Practices.
- Certificate of Recognition from IOCL for achieving 75 million Lost Time Accident ("**LTA**") free man-hours for Panipat Naphtha Cracker Project.
- Certificate of Recognition from MRPL for achieving 30 million LTA free man-hours for Phase-III Refinery Expansion Project of MRPL.

Awards 2011-12

- SCOPE Award for Excellence and Outstanding Contribution to the Public Sector Management 2009-10, under Miniratna Category by Standing Conference of Public Enterprises. Shri A K Purwaha, C&MD received the award from Hon'ble Prime Minister of India, Dr. Manmohan Singh.
- Commendation Certificate of SCOPE Meritorious Award in Specialized Fields 2010-11, under the category of Best Practices in Human Resource Management. Shri A K Purwaha, C&MD received the award from Smt. Pratibha Devisingh Patil, former President of India.
- Achievement Award for Best Project for Euro-IV Upgradation Project of Chennai Petroleum Corporation Limited (CPCL) under 4th CIDC Vishwakarma Awards.
- Sarvashreshtha Suraksha Puruskar (Golden Shield) by the National Safety Council of India (NSCI) for managing best safety standards in LLDPE/HDPE Swing unit (EPCC-3) at IOCL's Panipat Naphtha Cracker Project.
- First Prize from the Institute of Cost and Works Accountants of India (ICWAI) for excellence in cost management practices for the year 2010.
- PSE Excellence Award 2011 by the Indian Chamber of Commerce (ICC) and Department of Public Enterprises (GoI) in the Mini-Ratna and Others category for R&D, Technology, Development and Innovation.
- GSBA-Top Rankers Excellence Award to Shri Ram Singh, Director (Finance) by 'Top Rankers' in the personal category for individuals with a track-record of outstanding contribution in the area of Finance.
- Achievement Award for Outstanding Public Officer to Shri P. K. Rastogi, the then director (Human Resources) by CIDC under 4th CIDC Vishwakarma Awards.
- Bharat Jyoti Award to Shri P. Mahajan, the then director (Technical) by India International Friendship Society.
- Best Woman Employee in Public Sector Undertakings - Second Prize to Ms. Nisha P Guha, DGM (PEM) by SCOPE.
- Safety Certificate for 25 million LTA free man-hours at Assam Gas Cracker Project of Brahmaputra Cracker and Polymers Ltd.
- Certificate of Appreciation for 8.5 million LTA free man-hours at Dahej Petrochemical Project of ONGC Petro-additions Ltd (OPaL).

Awards 2012-13

- PETROTECH-2012 Special Technical Award in Project Management Category for Guru Gobind Singh Refinery Project, Bathinda of HMEL.
- PETROTECH-2012 Special Technical Award in Greening of Oil and Gas Business Category for India's first Indigenous DHDT Unit jointly developed with IOCL and implemented in Bongaigaon Refinery of IOCL.
- PETROTECH-2012 Life Time Achievement Award in the 'Research & Development' category to Dr. S J Chopra, the officiating Chairman & Managing director of EIL (January 2000-January 2001).
- HelpAge India Bronze Plate Award for the commendable contribution towards the cause and care of the underprivileged elderly. Shri Ram Singh, Dir. (Finance) received the award from Hon'ble President of India Sh. Pranab Mukherjee.
- ICC PSE Excellence Award-2012 for R&D, Technology Development & Innovation in the Mini Ratnas Category.
- Performance Excellence Award for Financial and Operational Strength for the year 2010-11 from Indian Institution of Industrial Engineering (IIIE).

- ICAI Award for Excellence in Cost Management Practices - 2nd prize for the year 2011 in the category of Public-Service Sector-Large.
- BT Star PSU Excellence Award 2012 for excellence in Human Resource Management.
- Special Commendation for the Golden Peacock Occupational Health & Safety Award 2012.
- PMI Award-2012 for Guru Gobind Singh Refinery Project of HPCL-Mittal Energy Limited (HMEL) at Bathinda.
- Certificate of Appreciation from National Safety Council of India (NSCI) in recognition of the achievements in occupational health and safety during the assessment year 2010 for PFCCU, MRPL, Mangalore.
- IPE CSR Award in recognition of best practices in CSR.
- CIDC Partners in Progress Trophy 2013 for display of utmost commitment and drive to create a vibrant work environment for the construction fraternity especially for achieving targets of "Mission Skilling India" under various initiatives by CIDC.
- Best Site Award 2012 from ISPRL in recognition of the outstanding efforts put in by site team towards safety, quality, housekeeping and Project management for Strategic Storage of Crude Oil Project at Padur.
- Lifetime Achievement Award 2012 by Indira Gandhi Technological & Medical Science University, Arunachal Pradesh to Shri A K Purwaha, C&MD for his contribution towards Project Management and Corporate Affairs.
- India CFO Award for Excellence in Risk Management to Shri Ram Singh, Director (Finance) by IMA India.
- Women Super Achievers Award to Ms. Veena Swarup, Director (HR) by Institute of Public Enterprise (IPE) and World HRD Congress in recognition of her achievement.
- Award to Ms. Veena Swarup, Director (HR) by Forum for Emotional Intelligence Learning (FEIL) and Tata Institute for Social Sciences (TISS) in recognition of her Outstanding Contribution to Leadership Development.
- Achievement Award for Academician Scientist/Technologist/Innovator to Dr. R N Maiti, AGM (R&D) by CIDC.
- HR Leadership Award by Institute of Public Enterprises (IPE) to Shri P K Rastogi, the then director (HR) in recognition of his outstanding contribution in the field of Human Resource.
- Rajbhasha Awards for Implementation of Official Language and Technical Writing in Hindi from Ministry of Home Affairs, Govt. of India.
- Certificate for completing 40 million LTA free man-hours at Assam Gas Cracker Project of BCPL.
- Certificate of Recognition for achieving 50 Million LTA free man-hours for Rehabilitation & Adaptation of Skikda Refinery Project of SONATRACH, Algeria.
- Safety Certificate for achieving 28 million LTA free man-hours at Dahej Petrochemical Project of ONGC Petro additions Limited (OPaL).
- Safety Certificate for achieving 18.04 Million LTA free man-hours for Dabhol-Bangalore Pipeline Project of GAIL.
- Certificate of Recognition on achieving 12.4 million LTA free man-hours at Petrochemical Complex-II Project of GAIL at Pata.
- Safety Certificate for achieving 10.3 million LTA free man-hours for the Sulphur Recovery Unit at Mangalore Refinery Expansion Project (Phase–III) of MRPL.
- Certificate of Recognition for achieving 10 Million LTA free man-hours at Strategic Storage of Crude Oil Project at Padur, Karnataka. of ISPRL.
- Safety Certificate for achieving 5 Million LTA free man-hours for Deen Dayal West Field Development Project at Onshore Gas Terminal, Kakinada, Andhra Pradesh of Gujarat State Petroleum Corporation Ltd. (GSPC).
- Certificate of Recognition for achieving 1.8 Million LTA free man-hours for Crude Drum System Project at Guwahati Refinery of IOCL.
- Certificate of Appreciation for achieving 1.37 Million LTA free man-hours for Kailaras Compressor Station Project of GAIL.

Awards 2013-14

- Commendation Certificate for SCOPE Meritorious Award in Specialized Fields 2011-12 for R&D, Technology Development and Innovation. Shri A K Purwaha, C&MD, EIL received the award from Hon'ble President of India Shri Pranab Mukherjee.

- Petrofed Award-2012 for Innovator of the Year Team – Special Commendation Award to EIL & Indian Oil and 22 member team of EIL and IndianOil led by Dr. R K Malhotra, Director (R&D), IndianOil.
- Petrofed Award-2012 for Innovator of the Year Team – Special Commendation Award to EIL & CPCL and 8 member team lead by Shri Ajay N. Deshpande, Director (Technical), EIL.
- 12th ICSI National Award-2012 for Excellence in Corporate Governance.
- PSU Award 2013 – runner up trophy in the 'Asset Utilization' category by Governance Now magazine.
- ICAI Award-2012 for Excellence in Cost Management Practices for the Year-1st prize in the category of Public - Service Sector – Large.
- ICC PSE Excellence Award-2013 for R&D, Technology Development & Innovation
- SKOCH Order of Merit Award for Innovative Technology on 'Oxyenrich Process for Capacity Enhancement & Trouble Free Operation of Claus Sulphur Plant'.
- Best Performance Award for 2012-13 from GAIL for Project Management Consultancy Services for Dabhol – Bangalore Pipeline Phase-1 Project of GAIL.
- FICCI Chemical and Petrochemical Awards 2013 for The Process Innovator of the Year in Petrochemicals for 'Food Grade Hexane (FGH)' Technology jointly developed by EIL & IOCL and Best Contribution to Academia for 'Wet Air Oxidation (WAO)' Technology jointly developed by EIL & IIT Roorkee.
- Golden Peacock Award for Sustainability for the year 2013 instituted by Institute of Directors (IOD).
- IPE Best Innovation Award and Best Overall Corporate Social Responsibility Performance Award.
- IPE Best CEO with HR Orientation Award 2013 to Shri A K Purwaha, C&MD, EIL.
- Business Today Best CFO Award-2013 to Shri Ram Singh, Director (Finance), EIL.
- Dainik Bhaskar India Pride Award-2013 to Shri D. Moudgil, Director (Projects), EIL for Excellence as Head of Department – Projects.
- IPE HR Leadership Award to Ms. Veena Swarup, Director (HR), EIL and citation for her inclusion in '30 Most Talented HR Leaders in PSUs'.
- Petrofed Woman Executive of the Year Award-2012– Special Commendation to Ms. Jayati Ghosh, DGM (Process Design & Dev.), EIL.
- Safety Certificate for achieving 10 million LTA free man-hours from GSPC for Deen Dayal West Field Development Onshore Project at Kakinada.
- Safety Certificate for achieving 6 million LTA free man-hours at DHDT Project of Bongaigaon Refinery.
- Safety Certificate for achieving 8 million LTA free man-hours for CPP Project, Paradeep Refinery.
- Safety Certificate for 18.4 million LTA free man-hours from GAIL for DBPL Project.
- Safety Certificate from ISPRL for 8 million LTA free man-hours for Crude Oil Storage Project at Mangalore.
- Safety Certificate for achieving 25 million safe man-hours without any LTA from GAIL as Project Management Consultant for GAIL's Petrochemical Complex II Project at Pata, Auriaya.
- Safety Certificate for achieving 14 Million Safe man hours from ISPRL for construction of Crude Oil Cavern Project at Padur.
- Safety Certificate for achieving 1.53 million man-hours without any LTA as Project Management Consultant at Kailaras Compressor Station Project, Morena (M.P.) from GAIL.
- Safety Certificate for achieving 9 million safe man-hours without any LTA from ISPRL for the Crude Oil Strategic Storage Project in Mangalore.
- Safety Certificate for achieving 2.6 million LTA free man-hours from BPCL for Mumbai-Uran Pipeline Project**.**
- Safety Certificate and certificate of appreciation for achieving 10 million safe man-hours for Mangalore Cavern Project from ISPRL.

We have received several awards in recognition of our commitment to health, safety and environmental standards across our operations. Our quality management systems have been certified ISO 9001-2008 by the IRQS for all the areas of EIL's services. We are committed to adhering to corporate HSE policies and safe working practices in the implementation of our projects and this has been recognized by several awards and certifications from various clients in relation to our projects. For example, we received recognition for 50 million man-hours without lost time injury in relation to the rehabilitation & adaptation of Skikda Refinery Project of SONATRACH, Algeria, Safety Trophy for achieving 8 million safe man-hours in relation to the Strategic Storage of Crude Oil Project at Mangalore of ISPRL. We are also a principal panelist for the development of various safety standards for the Oil Industry Safety Directorate under the MoPNG.

Employees

We value our human resources and are committed to providing our employees with an enabling environment which motivates, facilitates their growth and rewards them for their contributions. Various welfare measures, employee-centric policies and development initiatives, drive our human resource to deliver their best, thereby leading to enhanced productivity. As of September 30,2013, we have more than 3,300 permanent employees, including more than 2,890 technically and professionally qualified employees. Approximately 3.48 % of our employees are located outside India, and have experience of international work environments. Our HR policies for talent acquisition facilitates intake of young professionals at the graduate or post graduate levels as well as skilled and experienced professionals at junior and middle-management level. Through focused talent development and engagement policies, individuals are encouraged to showcase their professional talent.

We maintain good relations with our employees, which has enabled us to avoid any industrial unrest and maintain a relatively low attrition rate of 3.11% in fiscal 2013 and in the six months ended September 30, 2013 attrition rate was 2.11% of the total employee base. We have developed a structured incentive program, including a performance-linked variable pay structure for certain levels of employees. We are dedicated to the development of the expertise and know-how of our employees and have commenced a focused leadership development program. We have also invested resources to develop a comprehensive knowledge management infrastructure within our organization, to effectively capture technologies and experience from our projects, to develop an integrated knowledge management base. In June 2009, we have established a leadership program designed to increase the leadership capabilities and competencies of our employees. Our "Leaders Groom Leaders" program leverages the existing internal talent pool and ensures that knowledge and skills of the senior level authorities is not only upgraded but also disseminated within the employees of the organization.

Property

Set forth below is a brief summary of significant immoveable properties where our registered corporate offices and our regional offices are situated:

Property/Location	Own or Lease or Assigned by client (if applicable)	Nature of Property Rights	Term of Lease
Registered & Head Office: Engineers India Bhavan, 1, Bhikaiji Cama Place, New Delhi 110066	Lease	Leasehold	In perpetuity
EI Annexe Office, 2B Bhikaiji Cama Place, New Delhi 110066	Lease	Leasehold	In perpetuity
Regional Office: Chennai 5th Floor, West Wing, CDMA Tower-I, Egmore, Chennai - 600008	License	License	Valid until March 31, 2014
Regional Office: Kolkata AG Towers, 4th floor, 125/1, Park Street, Kolkata-700 017	Lease	Leasehold	August 31, 2014 and
Regional Office: Kolkata AG Towers, 5th floor, 125/1, Park Street, Kolkata-700 017	Lease	Leasehold	January 10, 2015
Regional Office: Vadodara Meghadhanush Complex, Transpek Circle, Race Course Road, Vadodara 390015	Own	Owned	n.a.
Branch Office: Mumbai Great Eastern Chambers 5th Floor, Plot No. 28, Sector 11 CBD Belapur, Navi Mumbai 400 614	Own	Owned	n.a
Research &Development; Gurgaon R&D Complex, Sector 16, Gurgaon 122 001, Haryana	Own	Owned	n.a

Corporate Social Responsibility

We have adopted a corporate social responsibility ("**CSR**") policy which is our commitment to operate in an "economically, socially and environmentally sustainable manner to enhance the company's overall contribution to society."

We strive to operate our business in a socially-responsible manner, emphasizing accountability to our stakeholders. In keeping with the national objective of inclusive growth and the DPE Guidelines on CSR, the areas identified for CSR project(s) include education, health care, drinking water/sanitation, rural electrification, environment protection/sustainability, women empowerment, upliftment of the underprivileged and community development. Our CSR Budget, in line with DPE Guidelines is 2% of our profit after tax of the previous financial year. Our CSR projects are taken up in and around EIL's project sites that are spread across the length and breadth of the country.

Some of the CSR projects undertaken include:

Education

Infrastructural support to government secondary school in Sangam Vihar, New Delhi by construction of laboratories, additional classrooms, staircase/ramp, provision for potable water along with sanitation facilities for both girls and boys.

Procurement and free distribution of supplementary books to underprivileged students in the rural areas of Assam through Assam School of Education (Society) and Zilla Parishad. Training and basic informal education to children in villages/vidyalayas in rural/tribal areas of Dibrugarh, Assam.

Facilitated education of visually-impaired students and children of visually-impaired by providing study materials at Mumbai.

Health Care

Construction of super specialty blocks for the Government General Hospital at Kakinada, Andhra Pradesh. Free health and eye check up camps organized in backward areas of NCR.

Drinking Water/ Sanitation

Constructed a water treatment plant to augment potable water supply in the Kancheepuram District, Tamil Nadu and provided additional sanitation facilities at a senior citizen home at Najafgarh, New Delhi.

Rural Electrification

Installation of solar powered street light systems to the rural and power deficient areas of Barabanki District, UP.

Environment Protection/Sustainability –

Social outreach program to enhance environmental protection and sustainability consciousness amongst school children and locals in the Ladakh region.

Women Empowerment –

Post-operative care to women cancer patients at various hospitals of Delhi/NCR.

REGULATIONS AND POLICIES IN INDIA

We are a company focusing on providing engineering consultancy services to businesses in various sectors including but not limited to petroleum refineries, oil and gas processing, metallurgical, fertilizer and pipelines, ports and terminals in India and overseas. We are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our activities require, at various stages, the sanction of the concerned authorities under the relevant state legislation and local bye-laws.

The following is an overview of the important laws and regulations, which are relevant to our business. The regulations set out below are not exhaustive and are only intended to provide general information regarding the functioning of the Company. The following is neither designed nor intended to be a substitute for professional legal advice. Taxation statutes such as the IT Act, Central Sales Tax Act, 1956 and applicable local sales tax statutes, labour regulations such as the Contract Labour (Regulation and Abolition) Act, 1970, Employees' Provident Fund and Miscellaneous Act, 1952, Industrial Disputes Act, 1947, Factories Act, 1948, Employees Compensation Act, 1923, Employees State Insurance Corporation Act, 1948 and other miscellaneous regulations and statutes apply to us as they do to any other Indian company. For details of government approvals obtained by us in compliance with these regulations, see the section titled "Government and Other Approvals". The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Regulation of Exploration and Production

Under Article 297 of the Constitution of India, jurisdiction over petroleum and natural gas occurring in their natural state in India, is vested in the Union of India. The Ministry of Petroleum and Natural Gas ("**MoPNG**") is the principal administrator of exploration and production of oil and natural gas in India. MoPNG is responsible for administering the exploration, production, distribution, marketing and pricing of petroleum resources, including crude oil and natural gas, and is also responsible for planning, development and regulation of oil field services.

The Directorate General of Hydrocarbons ("**DGH**") was established under the aegis of MoPNG in 1993, with the objective of promoting sound management of Indian petroleum and natural gas resources, with regard to the environment, safety, technological and economic aspects. Other bodies under the control of MoPNG include the (a) Oil Industry Development Board, which provides financial and other assistance for development of the oil industry; and (b) Centre for High Technology, which serves as a nodal data-gathering agency with respect to technological matters. In addition, the Directorate General of Mines Safety issues directions in respect of onshore petroleum mining installations.

Oilfields (Regulation and Development) Act, 1948 ("Oilfields Act")

The Oilfields Act governs oil and natural gas exploration activities and provides for regulation of oilfields and development of mineral fuel oil resources. The Government of India, on September 1, 2006 designated the Directorate General of Hydrocarbons ("**DGH**") as the authority for grant of Petroleum Exploration Licenses ("**PEL**") and Petroleum Mining Leases ("**PML**") under the Oilfields Act.

Accordingly, the DGH, *inter alia* (a) reviews and monitors exploration programs and development plans for commercial discoveries of hydrocarbon reserves proposed by a licensee or lessee; (b) reviews management of petroleum reservoirs by a licensee or a lessee; (c) asks for and maintains geo-scientific data, reports and information from a licensee or a lessee; (d) reviews reserves discovered by a licensee or lessee in accordance with generally accepted international petroleum industry practices; (e) lays down norms for declaration or announcement of discoveries by a licensee or a lessee; and (f) monitors oil and gas production and payment of royalties, cess or other charges due to GoI. In the event the GoI executes a PSC, the DGH shall discharge its duties in accordance with and in a manner that is consistent with such PSC.

Petroleum Act, 1934 ("Petroleum Act")

The Petroleum Act empowers the GoI to frame rules regarding import, transport, storage, blending, refining and production of petroleum. It further empowers the GoI to prescribe standards for pipelines, testing apparatus and storage receptacles for petroleum, and to inspect, make entry and search and certify grades of petroleum involved in a particular establishment.

Petroleum Rules, 2002 ("Petroleum Rules")

The Petroleum Rules provide for the safe delivery and dispatch of petroleum. Under the Petroleum Rules, no person is permitted to deliver or dispatch any petroleum to anyone in India other than the holder of a storage license issued under the Petroleum Rules or his authorized agent or a port authority or railway administration or a person who is authorized under the Petroleum Act to store petroleum without a license. Petroleum Rules also seek to regulate the importation of petroleum through licenses.

Oil Mines Regulations, 1984 ("Oil Mine Regulations")

The Oil Mine Regulations provide for the appointment of a manager and a safety officer for opening or working a mine. The owner, agent or manager of a mine is required to provide notice of events including opening, closure and accidents, to the Chief Inspector and to the Regional Inspector designated under the Oil Mine Regulations.

Approval is required from the Regional Inspector for building a new pipeline or making any significant alteration to any existing pipeline. The approval may be subject to any conditions which may be prescribed by the Regional Inspector.

Petroleum and Natural Gas Rules, 1959 ("PNG Rules")

The PNG Rules, notified by the GoI in pursuance of its authority under the Oilfields Act, provides the framework for grant of PELs and PMLs. The PNG Rules prohibit prospecting or exploitation of any oil or natural gas unless a license or lease has been granted under the PNG Rules. A PEL and PML entitle the licensee to an exclusive right to a lease for extracting oil and gas from the contract area. PELs and PMLs are granted by the MoPNG for offshore areas, and by the relevant state governments, with prior approval of GoI, for onshore areas.

The PNG Rules further states that a licensee or lessee is required to provide GoI or its designated agency, being the DGH, all data obtained or to be obtained as a result of petroleum operations under the license or lease, including geological, geophysical, geochemical, petrophysical, engineering, well logs, maps, magnetic tapes, cores, cuttings and production data, as well as all interpretive and derivative data, including reports, analysis, interpretations and evaluations prepared in respect of petroleum operations. GoI is the sole authority to determine proprietary nature of the concerned data.

Petroleum and Minerals Pipelines (Acquisition of Right of User in Land) Act, 1962 ("Pipelines Act")

The Pipelines Act provides the framework governing the acquisition of right of user in land for laying pipelines for the transportation of petroleum and minerals and other matters connected therewith. This law is limited to the acquisition procedure, restrictions on use of land and compensation payable to the persons interested in the land. Right of usage acquisition may be subject to such conditions as may be deemed fit by GoI in the public interest.

Petroleum and Natural Gas Regulatory Board Act, 2006 ("PNGRB Act")

The PNGRB Act provides for the establishment of the Petroleum and Natural Gas Regulatory Board ("**PNG Board**") as the authority to regulate refining, processing, storage and transportation (including laying of pipelines) of petroleum, petroleum products and natural gas. The PNG Board is also empowered to regulate distribution, marketing and import, export and sale of petroleum, petroleum products and natural gas. From October 1, 2007, the PNGRB Act has been extended to entities engaged in downstream petroleum activities as well.

Petroleum and Natural Gas Regulatory Board (Determination of Petroleum and Petroleum Products Pipeline Transportation Tariff) Regulations, 2010 ("Petroleum Transportation Tariff Regulations")

The Petroleum Transportation Tarrif Regulations are made by the PNG Board and apply inter alia, to entities authorized for laying, building, operating or expanding a petroleum and petroleum products pipeline. The petroleum and petroleum products pipeline tariff in respect of entities covered under the Petroleum Transportation Tariff Regulations is determined for different tap-off points (a facility on the pipeline from where the petroleum products are diverted into a delivery terminal or into a spur line or another pipeline which may also be called the intermediate delivery station) as per the specified procedure which shall be charged on a non-discriminatory basis. The procedure that has been specified for determination of petroleum and petroleum products pipeline tariff is determined by benchmarking against alternate mode of transports basis.

Petroleum and Natural Gas Regulatory Board (Exclusivity for City or Local Natural Gas Distribution Network) Regulations, 2008 ("CGD Exclusivity Regulations")

Pursuant to the CGD Exclusivity Regulations, the PNG Board may grant an entity exclusivity for laying CGD Network over the economic life of the project, provided during the economic life, which is normally expected to be 25 years, of the CGD Network, consisting of network of pipelines, online compressors for compressing natural gas into CNG and other allied equipments and facilities, the entity carries further expansions required through pipeline capacity building as well as carries out replacements and upgradation of assets as and when necessary. Non-compliance with the prerequisites for grant of the exclusivity would entail levy or penalty and termination of the exclusivity period.

Petroleum and Natural Gas Regulatory Board (Integrity Management System for Natural gas pipelines) Regulations, 2012

These regulations apply to all the entities laying, building, operating or expanding natural gas pipelines and are meant for implementing an effective and efficient integrity management plan for natural gas pipeline system.

Civil Liability of Nuclear Damage Act, 2010 ("Nuclear Liability Act")

The Nuclear Liability Act provides for civil liability for nuclear damage and prompt compensation to victims of a nuclear accident through a no fault liability regime. The Nuclear Liability Act establishes a nuclear damage claims commission to adjudicate such claims.

The Electricity Act, 2003 ("Electricity Act")

The Electricity Act consolidates the laws relating to generation, transmission, distribution, trading and use of electricity and lays down measures conducive to development of electricity industry, promoting competition therein and protecting interest of consumers. It mandates the central Government to prepare a national electricity policy and tariff policy in consultation with the state Governments and the central electricity authority.

The Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996 ("BOCW Act")

The BOCW Act provides for regulation of employment and conditions of service of buildings and construction workers as also their safety, health and welfare measures. The BOCW Act applies to every establishment which employs, or had employed on any day of the preceding twelve months, ten or more building workers in any building or other construction work. The BOCW Act lays down the duties and responsibilities of employers and employees undertaking any operation or work related to or incidental to building or other construction work.

National Mineral Policy

In 2008, the Government of India approved a National Mineral Policy designed to simplify India's mining regulations. The Policy enunciates measures, such as providing an assured right to next stage mineral concession, transferability of mineral concessions and transparency in allotment of concessions. The Policy also states that Private Public Participation will be the basis on which mining infrastructure will be built. The Policy discusses the need to make the regulatory environment conducive to private investment, such as the procedures for grant of mineral concessions of all types, including Reconnaissance Permits, Prospecting Licenses and Mining Leases. Further, the Policy states that security of tenure shall be guaranteed to the concessionaries along with transferability of concessions.

Environmental Regulations

The Environment (Protection) Act, 1986 ("**Environment Protection Act**"), Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**") and the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**") provide for the prevention, control and abatement of pollution. Pollution Control Boards ("**PCBs**") have been constituted in all the States in India to exercise the authority provided under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain approvals of the relevant State PCBs for emissions and discharge of effluents into the environment. The Hazardous Waste (Management and Handling) Rules, 1989 ("**Hazardous Waste Rules**") include waste oil and oil emulsions under the definition of hazardous wastes and impose an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such hazardous wastes properly including proper collection, treatment, storage and disposal. The Hazardous Waste Rules were superseded by the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, which were notified on September 24, 2008. Every person engaged in generating, processing, treating, packaging, storing, transporting or otherwise dealing with hazardous waste is required to obtain an approval from the PCB.

In addition, the Merchant Shipping Act, 1956 provides for liability arising out of loss or damage caused outside the ship by contamination resulting from escape or discharge of oil from such ship. In case the project value exceeds ₹ 1,000 million for a new project (including oil and gas exploration and production activities) or ₹ 500 million for the expansion of an existing project, the project requires the approval of the MoEF. Further, the approval of the MoEF is required under Environment Protection Act the Forest (Conservation) Act, 1980 ("**Forest Conservation Act**"), for any diversion of forest land in relation to such project. Approvals for usage, carriage and storage of petroleum products are required under the Explosives Act, 1884.

The Patents Act, 1970

The Patents Act, 1970 provides for the grant of a patent, a legally enforceable monopoly of twenty years over the manufacture, sale, and import, amongst other uses of an invention, as an incentive for innovation. Patents are granted to inventions which are new, have an inventive-step and are industrially applicable. The patent holder may voluntarily license his invention in consideration of a negotiated royalty. In certain cases, the government can, after providing adequate compensation to the patent holder, issue compulsory licenses to third parties for using the patented invention. Infringement of a patent gives the holder the right to an injunction and to claim damages or accounts of profit.

The Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the registration of trade marks, which have a distinctive character. Registration gives the proprietor the exclusive right to the use of the trade mark in relation to the goods or service in respect of which it is registered. The registration is for a period of ten years, but may be renewed from time to time. The proprietor of the trade mark may assign the same to any third party. Infringement of a trade mark gives the holder the right to an injunction and to claim damages or accounts of profit.

HISTORY AND CERTAIN CORPORATE MATTERS

The Company is a Government Company and was originally incorporated in New Delhi on March 15, 1965 under the Companies Act as a private limited company under the name 'Engineers India Private Limited' pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964, both between the Government of India and BIC. Thereafter, the memorandum of agreement, the formation agreement and a subsequent technical services agreement entered into by the Company and Bechtel Overseas Corporation BOC were terminated by mutual consent in accordance with an agreement between the Government of India, BIC and BOC in May 1967. In accordance with the terms of this agreement the Company also entered into separate agreements for mutual release in June 1967 with BOC and BIC whereby the parties mutually agreed to forever discharge and release the other party and its officers, employees from all liabilities, obligations and duties under the terminated agreements.

Further, pursuant to a special resolution passed by the shareholders of the Company at an EGM held on October 30, 1996 the Company was converted to a public limited company.

For details in relation to our business, please see "Our Business" on page 113.

Change in our Registered Office

The registered office of the Company was situated at Allahabad Bank Building, 17, Parliament Street, New Delhi 1100 001, India and was shifted to PTI Building, 4 Sansad Marg, New Delhi 110 001, India in order to facilitate operational convenience. Subsequently, the registered office was shifted to its present location at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi 110 066, India by a Board resolution dated March 30, 1984 with effect from April 1, 1984 on account of the present location being perpetually leased to the Company.

Major events

The following table illustrates the major events in the history of the Company.

Calendar Year	Events
1965	• Incorporated pursuant to a formation agreement dated November 20, 1964 and in accordance with a memorandum of agreement dated June 27, 1964 both between the Government of India and BIC. • Commenced work in the refineries segment.
1967	• Termination of the agreements with BIC and acquisition of the equity shares of the Company held by BIC by the Government of India. • Commenced work in the petrochemicals segment.
1970	• Commenced first international assignment.
1971	• Commenced work in fertilizers segment.
1972	• Commenced work in the metallurgy segment.
1975	• Entered into offshore oil and gas processing segment.
1976	• Commenced work in the pipelines segment.
1978	• Commenced work in onshore oil and gas processing segment.
1989	• The Company set up its own research and development centre at Gurgaon.
1994	• Our Subsidiary, Certification Engineers International Limited was set up.
1996	• The Government of India disinvested about 6% of its holding in the Company through a private placement to certain banks, mutual funds etc.
1997	• Listing on the BSE and NSE. • Mini Ratna status accorded to the Company.
1999	• Commenced execution of lump sum turn key projects.
2001	• Commenced work in the infrastructure sector.
2006	• Commenced providing engineering engineering procurement construction management services in relation to sub-surface crude storages.
2008	• Established the joint venture company TEIL Projects Limited with Tata Projects Limited.
2010	• Special interim dividend of 1000%
2010	• The Company undertook a further public offer of 10% of its paid-up Equity Share capital by way of an offer for sale by the Promoter.
2011	• Established the joint venture company Jabal EILIOT Company Limited with Jabal Dhahran Company Limited and IOT Infrastructure & Energy Services Limited in the KSA.

Calendar Year	Events
	• Commenced work in the nuclear energy segment. • Commenced work in the solar energy segment.
2012	• Entered into production sharing contract with the GoI for exploration blocks.

Awards

For a list of awards received by the Company, please see "Our Business - Awards" on page 140.

Our main objects

Our main objects, *inter alia*, as contained in our Memorandum of Association are:

Clause	Particulars
3(1)	To establish, provide, maintain and perform engineering and related technical and consulting services for petroleum projects including but without limitation petroleum refineries, oil field developments, oil and gas pipelines, petrochemical facilities, chemical intermediates and all other types of industrial projects.
3(2)	To establish, provide, maintain and perform procurement, inspection, expediting, management of construction and related services in connection with the construction of industrial projects of all kinds.
3(3)	To carry on all kinds of business related to the design construction, maintenance and repair of all kinds of works and buildings of every nature.
3(4)	To carry on all or any of the businesses as assemblers, processors, repairers, finishers and manufacturers of and dealers in plant, machinery and equipment and tools of all description and components and accessories thereof, and in any similar or allied business and either in connection with any of the said businesses or as distinct or separate businesses.
3(5)	To produce, buy or sell in India or elsewhere in the world as importers, exporters, merchants, manufacturers, agents or otherwise any metals, minerals, mineral substances, chemicals, goods and materials, articles or appliances and generally to purchase, sell, deal in and supply as manufacturers, distributors, merchants, agents or otherwise all kinds of metals, minerals, mineral substances, chemicals, goods, products, appliances or other things which can be advantageously dealt in by the company to attain the foregoing objects, and to carry on operations or business of any nature which the company from time to time may deem fit or expedient to carry on in connection with its main business at any time being conducted and which may seem calculated or capable of being conducted so as to directly or indirectly benefit the Company.
3(8)	To build, construct, maintain, enlarge, pull down, remove, or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roads, ways, railways/tramways or other means of transport, siding, bridges, reservoirs. Dams, water-courses, water systems, wharves, electric works, gas works, or works operated by any other kind of power and also such other machinery, equipment, conveyances, works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or Company or with any Government or Governmental authority in doing any of these things.
3(9)	To apply for purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights, and without prejudice to the generality of the above, any contracts, monopolies or concessions for or in relation to the supply and sale of any mineral, metals, products or other substances, materials, articles or things, for or in relation to the construction., execution, carrying out, equipment, improvement, management, administration or control of any works and conveniences required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts, monopolies or concessions.
3(16)	To experiment and to incur expenses necessary for the purpose with a view to improve on the present method and process of working the several business which the Company is authorized to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in the processes for the production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with ay of the businesses for which the Company is established.
3(17)	To purchase, take on lease or license or in exchange, hire or otherwise acquire any immovable and/or

Clause	Particulars
	movable property and nay rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land (of freehold, leasehold or other tenure) buildings, easements, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, or other structures for the works, and purposes of the Company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purposes of the Company.

Changes in our Memorandum of Association

Except as stated below, our Memorandum of Association has not undergone any change since the incorporation of the Company.

Date	Nature of Amendment
October 7, 1994	Clause 5 was amended to reflect changes following the split of the face value of the equity shares from ₹ 100 to ₹ 10 per equity share and the increase in the authorised share capital from ₹ 20,000,000 divided into 200,000 equity shares of ₹ 100 each to ₹ 500,000,000 divided into 50,000,000 equity shares of ₹ 10 each.
September 22, 1999	Clause 5 was further amended to reflect the increase in the authorised share capital to ₹ 1,000,000,000 divided into 100,000,000 equity shares of ₹ 10 each.
April 22, 2010	Clause 5 was further amended to reflect the changes following the split of the face value of the equity shares from ₹ 10 to ₹ 5 per equity share and increase in our authorised share capital to ₹ 3,000,000,000 divided into 600,000,000 equity shares of ₹ 5 each.

Listing

The equity shares of the Company were listed on the BSE and NSE on October 20, 1997 and August 20, 1997, respectively pursuant to an offering to our employees, though the issuance of a statement in lieu of prospectus dated February 6, 1997, in accordance with the Companies Act. The equity shares of the Company were thereafter listed on the Delhi Stock Exchange Limited on February 21, 2000. Subsequently, on account of the lack of trading in our equity shares listed on the Delhi Stock Exchange the Company following the resolution of the shareholders passed at the AGM dated September 15, 2005 sought delisting from the Delhi Stock Exchange. Accordingly, our equity shares were delisted with effect from January 2, 2006 as intimated by the Delhi Stock Exchange.

Shareholders

The total number of shareholders of the Company as on January 24, 2014 was 125,767.

Holding company

The Company does not have a holding company.

Other details regarding the Company

For details regarding the description of the activities, products, market of each segment, the growth of the Company, the standing of the Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, environmental issues, segment, capacity/facility creation, products, marketing and competition, as applicable please see “Business” on page 113 and “Management” on page 157.

Injunction or restraining order, if any, with possible implications

The Company is not operating under any injunction or restraining orders.

Details regarding acquisition of business/undertakings, mergers, demergers, amalgamation, revaluation of assets, if any

The Company has neither acquired any entity, business or undertakings nor undertaken any mergers, demergers, amalgamation and revaluation of assets in the last fiscal year.

Capital raising activities through equity and debt

Except for the offer to our employees in 1997, there have been no other capital raising activities through equity or debt. In addition, there have been certain disinvestments by the Selling Shareholder in the past. For details, please see "Capital Structure" on page 78.

Changes in the activities of the Company during the last five years

There have been no changes in the activities of the Company during the last five years which may have had a material effect on the profits and loss account of the Company including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings with financial institutions/ banks and conversion of loans into equity

There have been no defaults or rescheduling with financial institutions or banks.

Lock outs and strikes

The Oil Sector Officers Association, an organization of many of the officers of the public sector oil and gas companies, went on a strike from January 7, 2009 with regard to pay revision. Engineers India Officers Association, an organization consisting of the officers of the Company also participated in the strike. The strike was called off on the evening of January 9, 2009. The strike resulted in disruptions of normal operations of the Company.

Time and cost overruns

Considering the nature of business activities undertaken by the Company (which currently range from providing project management consultancy services to undertaking EPC contracts) the Company is not in a position to provide details of time and cost overruns that may have occurred since its incorporation in May 1965.

Subsidiaries of the Company

The Company has two Subsidiaries, details of which are provided below. Neither of the Subsidiaries has been declared a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985, as amended, and no winding up proceeding has been initiated against them. Further, no application has been made in respect of the Subsidiaries to the registrar of companies for striking off their name.

1. Certification Engineers International Limited ("CEIL")

CEIL was incorporated on October 26, 1994 under the Companies Act and has its registered office at Engineers India Bhavan, 1, Bhikaji Cama Place, New Delhi 110 066, India. CEIL is primarily engaged in the business of providing services in the field of certification, re-certification, third party inspection, risk analysis, safety, energy and quality audits and vendor assessment.

Capital structure as of the date of the Red Herring Prospectus is as follows:

	Aggregate Nominal Value (In ₹.)	
Authorised Share Capital		
200,000 equity shares of ₹ 100 each	20,000,000	
Issued, Subscribed and Paid-Up Share Capital		
100,000 equity shares of ₹ 100 each	10,000,000	
Share Premium Account	Nil	
Name of Shareholder	**No. of Equity Shares**	**% of Issued Capital**
Engineers India Limited	99,965	99.96
Mr. Ashok Kumar Purwaha*	5	*Negligible*
Mr. Ram Singh*	5	*Negligible*
Mr. Ajay Narayan Deshpande*	5	*Negligible*

	Aggregate Nominal Value (In ₹.)	
Mr. Sudershan Gupta*	5	*Negligible*
Mr. Deepak Moudgil*	5	*Negligible*
Mr. Sanjay Gupta*	5	*Negligible*
Mr. S.D. Kherdekar*	5	*Negligible*
Total	**100,000**	**100.00**

**These shares are held on behalf of the Company and the beneficial interest of the shares rests with the Company.*

Board of Directors

As of the date of the Red Herring Prospectus, the board of directors of CEIL comprises Mr. Ashok Kumar Purwaha, Mr. Sudershan Gupta, Mr. Aditya Jain, Mr. Sanjay Gupta and Dr. Jai Prakash Gupta.

There are no accumulated profits or losses of CEIL which have not been accounted for by the Company.

2. EIL Asia Pacific Sdn. Bhd. ("EILAP")

EILAP was incorporated on February 21, 1994 under the Malaysian Companies Act, 1965 and has its registered office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar, Damansara Heights, 50490, Kuala Lumpur, Malaysia. EILAP is primarily engaged in the business of providing technical services for projects in oil and gas and other industrial sectors.

Capital Structure as of the date of the Red Herring Prospectus is as follows:

	Aggregate Nominal Value (In RM)	
Authorised Share Capital		
500,000 shares of RM 1 each		500,000
Issued, Subscribed and Paid-Up Share Capital		
250,000 shares of RM 1 each		250,000
Share Premium Account		NA
Name of Shareholder	**No. of Shares**	**% of Issued Capital**
The Company	250,000	100.00
Total	**250,000**	**100.00**

Board of Directors

As of the date of the Red Herring Prospectus, the board of directors of EILAP comprises Mr. Ram Singh, Dr. Samad Bin Solbai, Mr. Tan Hor Seng, Mr. Ashok Kumar Purwaha and Mr. Sanjay Gupta.

EILAP incurred loss of RM 12,437 for the financial year ending December 31, 2012. There are no accumulated losses of EILAP which have not been accounted for by the Company.

Interest of the Subsidiaries in the Company

None of the Subsidiaries hold any Equity Shares in the Company. We have entered into certain business contracts with the Subsidiaries. For details, please see "Risk Factors - Prominent Notes to Risk Factors" on page 46.

Incorporated Joint Ventures of the Company

1. TEIL Projects Limited ("TEILPL")

The Company and Tata Projects Limited entered into a joint venture agreement dated August 12, 2008 pursuant to which TEILPL was set up on July 15, 2008 for the purpose of pursuing certain identified projects on engineering, procurement and construction basis in select sectors such as oil and gas, fertilizers, steel, railways, power and infrastructure broadly in accordance with the terms and conditions agreed to by the parties. The registered office of the joint venture is at Engineers India Limited, Engineers India Bhavan, Bhikaji Cama Place, New Delhi- 110 066.

The Company has entered into a shareholders' agreement (the "**SHA**") dated August 12, 2008 with Tata Projects Limited by which the Company and Tata Projects Limited have a shareholding of 50% each in TEILPL.

The key terms of the SHA are as follows:

Board of Directors: The board of directors of TEILPL shall have not less than three and not more than twelve directors. Each party shall have the right to nominate two directors to the board of directors of TEILPL.

Intellectual Property: The intellectual property rights used by TEILPL but owned or provided by one of the parties shall remain the property of the party and not become the intellectual property of TEILPL. Any intellectual property independently developed, in the course of TEILPL's activities by its officers, employees or consultants shall belong to TEILPL.

Restriction on transfer of shares: There shall not be any sell-down of equity by any of the parties or their associates to a third party for a period of three years from the date of initial issue and allotment of the equity capital of TEILPL i.e. August 12, 2008 ("**Lock-in Period**"). Currently any sell-down post the Lock-in Period should be in accordance with terms of the SHA, including notice to be provided to the other parties regarding such sell-down.

Buy-out: The parties have an option to buy out the shares held by the other party upon the occurrence of certain pre-determined events and as per the procedure laid down in the SHA.

The SHA is governed by the laws of India and is subject to the exclusive jurisdiction of the courts in New Delhi.

2. Jabal EILIOT Company Limited ("Jabal EILIOT")

The Company, Jabal Dhahran Company Limited and IOT Infrastructure & Energy Services Limited entered into a joint venture agreement dated September 8, 2011 pursuant to which Jabal EILIOT was set up on July 5, 2011 with a term of 30 years till August 10, 2040 for the purpose of undertaking, *inter alia*, business of engineering, design, services, project management, material procurement, site preparation, execution, installation, implementation, construction, operation, maintenance and undertaking of engineering procurement and construction projects in select sectors such as oil and gas, fertilizers, oil and gas well drilling, petro-chemicals, broadly in accordance with the terms and conditions agreed to by the parties. The principal office of the joint venture is at, Prince Bader Street 24th Cross, North Al Khobar, Kingdom of Saudi Arabia. As on the date of the Red Herring Prospectus, the parties have a shareholding of 33.33% each in Jabal EILIOT Company Limited.

The key terms of the joint venture agreement are:

Board of Directors: The maximum number of directors on the board of directors of Jabal EILIOT shall not exceed twelve. Each party shall have the right to nominate two directors on the board of directors of Jabal EILIOT as long as the party continues to hold 30% shareholding in Jabal EILIOT.

Non Compete: The parties agree that during the term of the agreement, they shall be obligated to co-opertae on an exclusive basis for the projects identified with the territory and in good faith within the scope of this agreement.

Lock-in: The parties shall not transfer any shares, whether in whole or part, during a period of five years from the date of initial allotment of shares.

Restriction on transfer of shares or creation of any security interest over the shares: Subject to certain provisions of the agreement, the parties agree not to sell, transfer or otherwise assign any of its shares or create any charge, lien or other encumbrance in relation to their shares in Jabal EILIOT or pledge them to a third party without the prior written consent in writing of the other shareholders.

Restriction on assignment: Subject to certain provisions the rights and obligations of the parties under the agreement shall not be assigned by a party except with the express approval of the other parties.

Right of First Refusal and tag along rights: After the expiry of the lock-in period, a party that desires to transfer or sell all or any of their shares ("**Selling Shareholder**") to a third party ("**Purchaser")** shall not transfer or sell all or any of their shares without first offering such shares to the other parties ("**ROFR**"). Upon refusal to exercise ROFR to purchase such shares, the other parties have the option to transfer all or part of its shares as it may decide to the Purchaser on the same terms (including in relation to price) on which the Selling Shareholder proposes to transfer its shares to the Purchaser.

Associates

The Company does not have any associates.

Strategic and Financial Partners

The Company does not have any strategic or financial partners.

Other Material Agreements

The Company enters into an annual memorandum of understanding with the MoPNG. This memorandum of understanding is a negotiated agreement between the MoPNG and the Company and sets out certain targets based on financial and non-financial parameters ("**MoU Targets**"). At the end of the year, the performance of the Company is evaluated vis-à-vis the MoU Targets.

For Fiscal 2014, the the memorandum of understanding with the MoPNG was signed on March 26, 2013 ("**MoPNG MoU**"). "). As per the MoPNG MoU, the Company has undertaken to achieve performance levels for fiscal 2014 on four parameters viz. static financial parameters, dynamic parameters, sector-specific parameters and enterprise-specific parameters.

MANAGEMENT

Board of Directors

Under the Articles of Association, the Company is required to have not more than 25 Directors. The Company currently has 14 Directors, comprising six executive Directors and eight non-executive Directors. Presently, the Company has seven independent Directors on its Board.

The following table sets forth details regarding the Board of Directors as of the date of the Prospectus:

Name, Address, Designation, Occupation, Nationality and DIN	Executive/ Non-Executive	Age (in years)	Other Directorships
Mr. Ashok Kumar Purwaha Address: B - 250, Malwa Singh Block, Asian Games Village, New Delhi – 110049 Designation: Chairman & Managing Director Occupation: Service Nationality: Indian DIN: 00165092	Executive	58	• Certification Engineers International Limited; • EIL Asia Pacific Sdn. Bhd.; • Jabal EILIOT Co. Limited; and • TEIL Projects Limited.
Dr. Archana Saharya Mathur Address: A-20, 2nd Floor, Hudco Place, A Block, Andrews Ganj, New Delhi – 110049. Designation: Director (Government Nominee) Occupation: Service Nationality: Indian DIN: 02555904	Non Executive	55	Nil
Mr. Aditya Jain Address: F-63, Radhey Mohan Drive, Gadaipur Bund Road, Chattarpur, Mehrauli - 110074 Designation: Independent Director Occupation: Business Nationality: Indian DIN: 00835144	Non Executive	53	• Certification Engineers International Limited; • EIU India Private Limited; • IMA Corporate Advisory Services Private Limited; • International Market Assessment India Private Limited; and • PR Pundit Public Relations Private Limited.
Mr. Bijoy Chatterjee Address: I-1797, Chittaranjan Park, New Delhi – 110019 Designation: Independent Director Occupation: Service	Non Executive	63	Nil

Name, Address, Designation, Occupation, Nationality and DIN	Executive/ Non-Executive	Age (in years)	Other Directorships
Nationality: Indian DIN: 01824395			
Dr. Jai Prakash Gupta Address: D-26, ITI Township, ITI Raebareli, Raebareli - 229001, Uttar Pradesh Designation: Independent Director Occupation: Service Nationality: Indian DIN: 05335976	Non Executive	68	• Certification Engineers International Limited.
Dr. Raghunath Kashinath Shevgaonkar Address: A-13, Indian Institute of Technology, Powai, Mumbai - 400076 Designation: Independent Director Occupation: Service Nationality: Indian DIN: 01500448	Non Executive	59	Nil
Dr. Christy Leon Fernandez Address: C-II/8 Bapa Nagar, New Delhi, Delhi Designation: Independent Director Occupation: Service Nationality: Indian DIN: 00090752	Non Executive	64	• Texel Industries Limited • Haryana Telecommunications Limited
Mr. Dhani Ram Meena Address: B-92, Vishrantika Apartment, Dwarka, Plot No- 5A, Sector - 3, Delhi Designation: Independent Director Occupation: Service Nationality: Indian DIN: 06750161	Non Executive	61	Nil
Dr. Vizia Saradhi Vakkalanka Ventakeshwar Address: 2 HP Apartments, Napean Sea Road, Mumbai, Maharashtra Designation: Independent Director	Non Executive	61	Nil

Name, Address, Designation, Occupation, Nationality and DIN	Executive/ Non-Executive	Age (in years)	Other Directorships
Occupation: Service Nationality: Indian DIN: 01687818			
Mr. Ram Singh Address: B - 251, Malwa Singh Block, Asian Games Village, New Delhi – 110049 Designation: Director (Finance) Occupation: Service Nationality: Indian DIN: 02942267	Executive	56	• EIL Asia Pacific Sdn. Bhd.
Mr. Deepak Moudgil Address: 4386, Sector - 23 & 23-A, Gurgaon, Haryana – 122001 Designation: Director (Projects) Occupation: Service Nationality: Indian DIN: 02654119	Executive	59	Nil
Mr. Sanjay Gupta Address: Flat No. 388, Sector 9, Pocket-I, Dwarka, New Delhi -110075 Designation: Director (Commercial) Occupation: Service Nationality: Indian DIN: 05281731	Executive	56	• Certification Engineers International Limited • EIL Asia Pacific Sdn. Bhd.; • Jabal EILIOT Company Limited; and • TEIL Projects Limited.
Ms. Veena Swarup Address: F-16, Block F, Hudco Place, Andrews Ganj Extension, New Delhi - 110049 Designation: Director (Human Resources) Occupation: Service Nationality: Indian DIN: 06388817	Executive	57	Nil
Mr. Ajay Narayan Deshpande Address: B-14, I.F.S. Apartments, Mayur Vihar Phase-1, Delhi - 110091	Executive	55	Nil

Name, Address, Designation, Occupation, Nationality and DIN	Executive/ Non-Executive	Age (in years)	Other Directorships
Designation: Director (Technical) Occupation: Service Nationality: Indian DIN: 03435179			

None of the Directors are related to each other.

Brief profiles of our Directors

Mr. Ashok Kumar Purwaha, aged 58 years, is the Chairman and Managing Director of the Company since October 1, 2009 and is responsible for the management of the Company. He has a bachelor's degree in electrical engineering from Delhi College of Engineering, Delhi University. Mr. Purwaha has more than 36 years of experience in the hydrocarbon sector. He has served Oil & Natural Gas Corporation Limited for more than eight years and GAIL (India) Ltd. for more than 24 years. He has worked on various projects, including the cross country pipelines for gas distribution, gas processing and petrochemical plants, operation and maintenance of gas pipeline systems and was on Board of GAIL (India) Ltd. as Director (Business Development) for 3 years. Further, he has also led as the Managing Director of Mahanagar Gas Limited (a joint venture of GAIL (India) Ltd., BG Group, (U.K.) and the Government of Maharashtra), Mumbai for five years.

Dr. Archana Saharya Mathur, aged 55 years, is a Government Nominee Director of the Company. She has a master's degree in economics from the Delhi School of Economics, Delhi University and a doctorate 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 30 years in the government service, Dr. Mathur has served in various economic ministries of the Government of India.

Mr. Aditya Jain, aged 53 years, is an independent Director of the Company. He has a bachelor's degree in mechanical engineering from the Birla Institute of Technology, India and a master's degree in business administration from the Henley Management College, United Kingdom. He is the chairman and editorial director of IMA India, a business information company he established in 1994. Mr Jain has advised several multinational corporations towards the development of the India strategy and has successfully handled assignments in the areas of public policy, entry strategy planning, location audits, competitor analysis, scenario planning, joint ventures. He has also authored papers and articles on foreign policy, defence, the environment and business practices.

Mr. Bijoy Chatterjee, aged 63 years, is an independent Director of the Company. He has a Master's Degree in Physics and Master's Degree in National Development and Project Planning. He has served as the Secretary/Additional Chief Secretary/Principal Secretary of several government departments, including the Department of Chemicals and Petrochemicals in the Government of India, and the Forest Department, Tourism Department and Information Technology Department in the Government of West Bengal. He has also served as Joint Secretary, Cabinet Secretariat, Government of India and supervised work relating to the Ministries of Commerce, Industry, Finance, Chemicals & Fertilizers, Agriculture, Food and Public Distribution, Consumer affairs, Environment and Forests, Law and Department of Personnel and Training. He has served as the managing director of the West Bengal Power Development Corporation Limited and as chairman of the West Bengal Tourism Development Corporation Limited. He has also served in a foreign diplomatic assignment with the UN- affiliated inter-governmental organisation, namely, the Organisation for the Prohibition of Chemical Weapons at The Hague, Netherlands. He is an independent external monitor for MMTC, a PSU under Ministry of Commerce and Industry.

Dr. Jai Prakash Gupta, aged 68 years, is an independent Director of the Company. He has a bachelor's degree in technology in chemical engineering from the Indian Institute of Technology, Kanpur, master's degree in science in chemical engineering from University of Michigan, USA and doctorate in chemical engineering from University of Pennsylvania, USA. He joined the faculty of chemical engineering at the Indian Institute of Technology, Kanpur in 1973. He has published/presented over 120 research papers and authored/edited four books. He is on the editorial board of various international research journals. He has been awarded theHutchinson Medal (jointly with David Edwards) by the Institution of Chemical Engineers (U.K.) and the IPCL Safety Award by the Indian Institute of Chemical Engineers. He has also participated in various conferences and delivered seminars worldwide, including at the United Nations and the World Bank. He has been a UNIDO Expert in Argentina and a visiting professor in universities in France, UK, Mexico, Taiwan and USA. He has served as director-general for Gujarat Energy Research & Management Institute, Gandhinagar member for the board of governors and finance committee, Indian Institute of Technology, Kanpur. He has also been a consultant to Larsen & Toubro (Mumbai) and Joseph Oat Corp. (USA), in addition to being a diplomat (science & technology) Embassy of India, Washington DC and India's delegate to the United Nations. He is currently an ex-offico Member of the Board of Governors of Rajiv Gandhi Institute of Petroleum Technology, Rae Bareli.

Dr. Raghunath Kashinath Shevgaonkar, aged 59 years, is an independent Director of the Company. He holds a doctorate in electrical engineering from the Indian Institute of Technology, Bombay after completing his post doctoral fellowship at the University of Maryland, USA. He has served in various positions at the Indian Institute of Technology, Bombay, including the dean of students' affairs, dean - resource mobilization, head - department of electrical engineering, head - centre for distance engineering education programme and as a deputy director. He was the vice chancellor of University of Pune and is presently serving as a director at the Indian Institute of Technology, Delhi. He has been a visiting professor at University of Lincoln, USA; ETH, Zurich, Switzerland; and ISEP Paris, France. He has been a researcher in the field of optical communication, image processing, antennas, microwaves, radio astronomy. He has published more than 150 papers in international journals and conferences, and two books. He has guided 18 doctorate students and more than 30 master in technology dissertations. He is recipient of IEEE Undergraduate Teaching Award 2011, VASVIK Award (2009) in the category of information and communication technology and IETE award for his outstanding contribution to optical communication, and the `Excellence in Teaching' award of IIT, Bombay. He is fellow of IEEE, fellow of Indian National Academy of Engineering, fellow of National Academy of Science, India, fellow of Optical Society of India, Fellow of Institution of Engineers and a member of International Astronomical Union and Astronomical Society of India.

Dr. Christy Leon Fernandez, aged 64 years, is an independent Director of the Company. He has a bachelors degree in science and a masters degree (first class first rank) in science from Kerala University and has a doctor of philosophy in development and management of marine fisheries resources of Gujarat coast from Saurashtra University. He has a post graduate diploma in development studies from the University of Cambridge, United Kingdom and is a CSIR Research Fellow. He has also undergone training in PSU Management at Indian Institute of Management, Ahmedabad and Institute of Public Enterprise, Hyderabad and a professional course for 'Certified Corporate Directorship' from the Institute of Directors. Dr. Fernandez has nearly 39 years of work experience in the Indian administrative sector, including ten years in positions of a joint secretary and above in the Government of India and Government of Gujarat. He was responsible for the administrative interface between the government and several public sector undertakings, joint ventures and private sector companies. He handled the administrative divisions in the central ministries, dealing with several maharatna, navratna and mini ratna companies such as Indian Oil Corporation, Hindustan Petroleum Corporation, Bharat Petroleum Corporation, IBP Co., Cochin Refineries, Lubrizol India, Balmer Lawrie, Minerals and Metals Trading Corporation, State Trading Corporation, Project Export Company, Export Credit Guarantee Corporation, India Tourism Development Corporation, Gujarat Urban Development Company, Gujarat Housing Board, Gujarat Slum Development Board, Gujarat State Fertilizers and Chemicals Limited, Gujarat State Fertilizers and Chemicals Limited, Gujarat Fisheries Central Cooperative Association, Gujarat Drugs and Pharmaceuticals Ltd. He has also served as the director general of anti dumping during his tenure in the Ministry of Commerce and Industry, GoI. In the past, he has also served as the secretary to the President of India.

Mr. Dhani Ram Meena, aged 61 years, has a bachelors degree in science and a bachelors degree in law from Rajasthan University, Jaipur. He is enrolled as an advocate with the Bar Council of Delhi. Mr. Meena has about 32 years of experience and has been associated with the legal service in the Ministry of Law and Justice (Department of Legal Affairs). He served as the union law secretary, monitoring the functioning of the department of legal affairs and functioned as an arbitrator and appellate authority and disposed of more than 200 cases as the law secretary. He has also represented the Government of India in various international seminars on legal matters and discussions on mutual agreements. Presently, he is handling arbitration matters for the Government of India and various other public sector undertakings.

Dr. Vizia Saradhi Vakkalanka Venkateshwar, aged 61 years, has a post graduate degree in industrial relations and labour welfare from Andhra University and a doctorate in philosophy in human resources from Andhra University. Dr. Saradhi has over 37 years of experience. He has previously worked with Hindustan

Petroleum Corporation Limited and held various positions of responsibilities in the organization. Presently, he is a senior advisor to the University of Petroleum and Energy Studies, Uttarakhand.

Mr. Ram Singh, aged 56 years, is the Director (Finance) of the 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 32 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 the Company. He has been associated with various government appointed committees, including Expert Technical Group, Advisory Committee on Synergy in Energy and Committee on Pricing and Taxation of Petroleum Products and the High Powered Committee. Mr. Ram Singh has been conferred with Business Today Best CFO of a PSU (Mid size) Award-2013 and India CFO Award for Excellence in Risk Management by IMA India.

Mr. Deepak Moudgil, aged 59 years, is the Director (Projects) of the Company. He has completed his civil engineering from Punjab University. He has been associated with EIL for over 38 years. During his professional career with EIL, he has gained extensive experience holding different positions in various departments of EIL, including construction, administration, marketing and projects. He has also successfully led EIL's diversification into infrastructure sector.

Mr. Sanjay Gupta, aged 56 years, is the Director (Commercial) of the Company. He has a B.E. from the University of Roorkee. He has about 33 years of experience in various sectors, including in the implementation of various mega projects, including pipelines, refineries and petrochemicals, including the Maharastra Gas Cracker Complex, Tabriz Petrochemicals, Pata Petrochemicals Phase-1 & Phase-2, Panipat Refinery Phase-1, Phase - 2 & Panipat Naphtha Cracker Complex. He was also entrusted with the task of leading the implementation of the OBE mode of project implementation and pioneered the same with CPCL Euro-IV. He was also singularly responsible for implementation of the LSTK Projects of EIL, under implementation, on the OBE route viz. PFCCU at MRPL. He has been entrusted the task of leadership for formulation of the strategy group responsible for EPC initiatives as well as business growth initiatives within the Company in the past couple of years.

Ms. Veena Swarup, aged 57 years, is the Director (HR) of the Company. She holds a master's degree in business administration from Lucknow University. She has 30 years of experience in the field of human resource in the petroleum and natural gas sector. Prior to joining the Company, Ms. Swarup was with ONGC since 1983, where she headed the Performance Management and Benchmarking Group, which steers the performance contracts and service level agreements between board level and unit chiefs. Her other assignments included setting up the ONGC Energy Center, Head HR at various unit of ONGC, policy making and negotiations with collectives. She also headed the SAP-HR Project for ONGC. She was deputed to MRPL as a change agent to initiate aligning the Company to public sector requirements. She has also had a stint with the 'Directorate General of Hydrocarbons' as the head of corporate affairs and human resources.

Mr. Ajay Narayan Deshpande, aged 55 years, is the Director (Technical) of the 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 in the Company over the past 33 years, including oil and gas, refinery and petrochemicals sector, covering the functions of process design/ development, project management as well as being head of the research and development division, plant operations and safety, heat & mass transfer, environmental engineering, specialist materials and maintenance services and information technology. He has also been responsible for the business growth and technology initiatives of the Company and was also responsible for meeting the company's targets on sustainable development. He has co-authored a total of five patent applications on behalf of the research and development of the Company. He also served as a director on the board of CEIL for about two years. As Director (Technical), he is also in-charge of the entire engineering division covering mechanical/piping/electrical/ instrumentation/ civil, structural and geotech and engineering and technology development groups.

Details of appointment of our Directors

Name of Director	Appointment Letter/MoPNG Order	Term
Mr. Ashok Kumar Purwaha	Appointment through MoPNG, Letter No. C – 31018/4/2007-CA dated	Appointment as Chairman & Managing Director with effect from October 1,

Name of Director	Appointment Letter/MoPNG Order	Term
	September 30, 2009.	2009 for a period of five years, or till the date of his superannuation or until further orders, whichever is earlier.
Dr. Archana Saharya Mathur	Appointment through MoPNG, Letter No. C – 31033/1/2012 – CA dated August 3, 2012	Appointment as government Director with effect from August 3, 2012, until further orders
Mr. Aditya Jain	Appointment through MoPNG, Letter no. C-31018/2/2010-CA dated July 9, 2010. Re-appointment through MoPNG letter No. C-31018/5/2013-CA dated September 27, 2013	Re-appointment as non-official part time Director, for a period of three years from September 27, 2013 or until further orders, whichever is earlier.
Mr. Bijoy Chatterjee	Appointment through MoPNG, Letter no. C-31018/2/2010-CA dated July 4, 2012.	Appointment as non-official part time Director, for a period of three years from July 4, 2012 or until further orders, whichever is earlier.
Dr. Jai Prakash Gupta	Appointment through MoPNG, Letter no. C-31018/2/2010-CA dated July 4, 2012.	Appointment as non-official part time Director, for a period of three years from July 4, 2012 or until further orders, whichever is earlier.
Dr. Raghunath Kashinath Shevgaonkar	Appointment through MoPNG, Letter no. C-31018/2/2010-CA dated July 4, 2012.	Appointment as non-official part time Director, for a period of three years from July 4, 2012 or until further orders, whichever is earlier.
Dr. Christy Leon Fernandez	Appointment through MoPNG, Letter No. C-31018/1/2013-CA (Part II) dated September 26, 2013	Appointment as non official part time director, for a period of three years from September 26, 2013 or until further orders, whichever is earlier.
Mr. D.R. Meena	Appointment through MoPNG, Letter No. C-31018/1/2013-CA dated November 13, 2013	Appointment as non official part time director, for a period of three years from November 13, 2013 or until further orders, whichever is earlier..
Dr. Vizia Saradhi Vakkalanka Venkateshwar	Appointment through MoPNG, Letter No. C-31018/1/2013-CA dated November 13, 2013	Appointment as non official part time director, for a period of three years from November 13, 2013 or until further orders, whichever is earlier..
Mr. Ram Singh	Appointment through MoPNG, Letter No. C - 31018/2/09-CA dated January 22, 2010.	Appointment as Director (Finance) with effect from January 28, 2010, for a period of five years, or till the date of his superannuation or until further orders, whichever is earliest.
Mr. Deepak Moudgil	Appointment through MoPNG, Letter No. C - 31018/1/2009-CA dated March 22, 2011.	Appointment as Director (Projects) with effect from March 22, 2011, for a period of five years, or till the date of his superannuation or until further orders, whichever is earliest.
Mr. Sanjay Gupta	Appointment through MoPNG, Letter No. C - 31018/8/2010-CA dated March 19, 2012.	Appointment as Director (Commercial) with effect from July 1, 2012, for a period of five years, or till the date of his superannuation or until further orders, whichever is earliest.
Ms. Veena Swarup	Appointment through MoPNG, Letter No. C - 31018/13/2010-CA dated June 28, 2012.	Appointment as Director (Human Resources) with effect from October 1, 2012, till the date of her superannuation (June 30, 2016) or until further orders, whichever is earliest.
Mr. Ajay Narayan Deshpande	Appointment through MoPNG, Letter No. C - 31018/4/2011-CA dated January 21, 2013.	Appointment as Director (Technical) with effect from April 1, 2013, till the date of his superannuation (January 31, 2018) or until further orders, whichever is earliest.

Directorships in other listed companies

Except as stated below, none of our Directors is or was a director on any listed company during the last five years preceding the date of filing of the Prospectus, whose shares have been or were suspended from being traded on the Stock Exchanges, during the term of their directorship in such companies:

Name of the Company: Texel Industries Limited;
Listed on the BSE, Ahmedabad Stock Exchange and Madras Stock Exchange;
Date of suspension: Suspended from the BSE from September 10, 2001. Further, the company has also been suspended from trading from the Ahmedabad Stock Exchange;
Suspended more than three months: Yes. The company was suspended for non payment of listing fees and non compliance with the listing agreement and the suspension has not been revoked since then.
Term of directorship: Mr. Christy Leon Fernandez was appointed as a director in Texel Industries Limited on June 4, 2013, for a period of five years.

None of our Directors is or was a director on any listed company which has been or was delisted from the any stock exchange during the term of their directorship in such companies

Service Contracts

Except for our whole time Directors who are entitled to statutory benefits upon termination of their employment with us along with certain post retirement medical benefits in accordance with the guidelines issued by the DPE, the Company has not entered into any service contracts with the Directors providing for benefits upon termination of employment.

Borrowing Powers of our Board

Our Board may, from time to time, at its discretion, subject to the provisions of the Companies Act and the Companies Act, 2013, as applicable, raise or borrow, and secure the payment of any sum, or sums of money for the purposes of the Company; provided that our Board shall not without the sanction of the Company in general meeting, borrow any sum of money which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

Remuneration details of our directors

The following table sets forth the details of the gross remuneration for our whole-time Directors for the Fiscal 2013. Our whole-time Directors are also entitled to benefits/facilities such as official vehicle, medical reimbursements, leave travel concession, gratuity, official entertainment and certain communication devices, including a mobile phone and a personal computer among others.

Our Government nominee Director, Dr. Archana Saharya Mathur is not entitled to any remuneration or fees from the Company. With effect from October 25, 2013, our Independent Directors are paid sitting fees of ₹ 15,000 and any other expenses, for attending each meeting of our Board and its committees, as applicable, pursuant to a resolution of our Board dated October 25, 2013. Mentioned below is the remuneration paid to all the executive Directors for Fiscal 2013.

S. No.	Name	Gross Salary in ₹.	Benefits in ₹.	Sitting Fees, if any, in ₹.	Performance Linked Pay in ₹.	Total in ₹.*
1.	Mr. Ashok Kumar Purwaha	2,271,912	556,726	-	1,112,351	3,940,989
2.	Mr. Ram Singh	2,025,838	575,734	-	756,597	3,358,169
3.	Mr. Deepak Moudgil	2,172,864	1,234,998	-	766,538	4,174,400
4.	Mr. Sanjay Gupta*	15,44,105	872,275	-	-	2,416,380
5.	Ms. Veena Swarup**	1,120,052	211,238	-	-	1,331,290

**Proportionate compensation since date of joining i.e., July 1, 2012*
***Proportionate compensation since date of joining i.e., October 1, 2012*

The remuneration details of Mr. Ajay Narayan Deshpande have not been disclosed as he has joined the Company in April 2013 and no remuneration has been paid to him for Fiscal 2013 in his capacity as a Director.

Details of terms and conditions of appointment of our whole time Directors

Our whole-time Directors are appointed by the President of India in accordance with our Articles of Association, Article 83, reproduced below.

"The number of Directors of the Company shall be not less than five and not more than twenty five, all of whom will be appointed by the President of India, who will prescribe the period for which they will hold office as Directors and may remove them and appoint others in their places and fill in any vacancy that may occur."

The letter of appointment issued to each whole-time Director prescribes the terms and conditions of appointment. As per the terms and conditions of appointment, the whole time Directors are entitled to basic pay, dearness allowance, an annual increment, housing rent allowance, conveyance allowance, and performance related payment and other allowances.

Detailed terms and conditions of appointment of our Board of Directors are notified by the GoI. The terms and conditions governing the appointment of Mr.Sanjay Gupta are yet to be notified by the GOI. The terms and conditions governing the appointment of Mr. Ashok Kumar Purwaha, Mr. Ram Singh, Mr. Deepak Moudgil, Ms. Veena Swaroop and Mr. Ajay Narayan Deshpande and are set forth below.

i. Letter No. C-31018/4/2007-CA dated March 30, 2010 from the MoPNG to the Company regarding terms and conditions of appointment of Mr. Ashok Kumar Purwaha.

Mr. Ashok Kumar Purwaha was appointed as Chairman & Managing Director of the Company by the President of India pursuant to MoPNG letter No. C-31018/4/2007-CA dated September 30, 2009 with effect from October 1, 2009. The terms and conditions of his appointment have been set out in the letter No. C-31018/4/2007-CA dated March 30, 2010.

The terms and conditions governing the appointment of Mr. Ashok Kumar Purwaha as per the abovementioned order are as under:

Term	Appointment for a period of five years w.e.f. October 1, 2009 or till the date of superannuation, or until further orders, whichever event occurs earlier. The appointment may however be terminated during this period by either side on three months' notice or on payment of three months' salary in lieu thereof.
Basic salary	₹ 81,960 per month in the scales of ₹ 80,000-125,000.
Dearness Allowance	In accordance with the New Industrial Dearness Allowance Scheme as spelt out in Department of Public Enterprise's Office Memorandum ("**DPE's OM**") dated November 26, 2008 and April 2, 2009.
Annual Increment	At 3% of basic pay on the anniversary date of appointment in the scale and further increments on the same date in subsequent years until the maximum of the pay-scale is reached.
Housing and furnishing	Entitled to suitable residential accommodation from the Company including company leased accommodation. Accommodation can also be taken on self lease basis provided that a lease deed in favour of the Company is executed or on the basis of existing lease deeds. Recovery is done to the extent of 10% of the basic pay or the actual amount whichever is lower.
Conveyance	Entitled to staff car for private use subject to a ceiling of 1,000 km per month in the cities of New Delhi, Mumbai, Kolkata, Chennai, Bengaluru and Hyderabad and a ceiling of 750 km per month in all other cities.
Performance Related Payment	Eligible for approved PRP as per DPE's O.Ms. dated November 26, 2008, February 9, 2009 and April 2, 2009.
Leave	Entitled to leave subject to the leave rules of the Company
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 November 26, 2008 and April 2, 2009.
Superannuation Benefits	Eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated November 26, 2008 and April 2, 2009.
Restriction on joining Private Commercial Undertakings after Retirement	Shall not accept any appointment or post, whether advisory or administrative, in any firm or company, Indian or foreign, with which the Company has or had business relations within one year from the date of his retirement, without the prior approval of the Government.
Conduct Discipline and Appeal	Subject to the conduct, discipline and appeal rules of the Company, with the disciplinary authority being the President of India.

ii. ***Letter No. C-31018/2/2009-CA dated June 09, 2010 & refixation through MoPNG, Letter No. C - 31018/2/2009-CA dated March 02, 2012 from the MoPNG to the Company regarding terms and conditions of appointment of Mr. Ram Singh***

Mr. Ram Singh was appointed as Director (Finance) of the Company by the President of India pursuant to MoPNG letter No. 31018/2/2009-CA dated January 22, 2010 with effect from January 28, 2010.The terms & conditions governing the appointment have been set out in the letter No. 31018/2/2009-CA dated June 9, 2010. The terms and conditions of appointment were refixed pursuant to a letter from the MoPNG bearing reference number No. C - 31018/2/2009-CA dated March 2, 2012

The terms and conditions governing the appointment of Mr.Ram Singh as per the above mentioned order are as under:

Term	Appointment for a period of five years with effect from January 28, 2010 or till the date of superannuation, or until further orders, whichever event occurs earlier. The appointment may however be terminated during this period by either side on three months' notice or on payment of three months' salary in lieu thereof.
Basic salary	₹ 76,890 per month in the scales of ₹ 75,000-100,000.
Dearness Allowance	In accordance with the New Industrial Dearness Allowance Scheme as spelt out in Department of Public Enterprise's Office Memorandum ("**DPE's OM**") dated November 26, 2008 and April 2, 2009.
Annual Increment	At 3% of basic pay on the anniversary date of appointment in the scale and further increments on the same date in subsequent years until the maximum of the pay-scale is reached.
Housing and furnishing	Entitled to suitable residential accommodation from the Company including company leased accommodation. Accommodation can also be taken on self lease basis provided that a lease deed in favour of the Company is executed or on the basis of existing lease deeds. Recovery is done to the extent of 10% of the basic pay or the actual amount whichever is lower.
Conveyance	Entitled to staff car for private use subject to a ceiling of 1,000 km per month in the cities of New Delhi, Mumbai, Kolkata, Chennai, Bengaluru and Hyderabad and a ceiling of 750 km per month in all other cities.
Performance Related Payment	Eligible for approved PRP as per DPE's O.Ms. dated November 26, 2008, February 9, 2009 and April 2, 2009.
Leave	Entitled to leave subject to the Leave Rules of the Company.
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 November 26, 2008 and April 2, 2009.
Superannuation Benefits	Eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated November 26, 2008 and April 2, 2009.
Restriction on joining Private Commercial Undertakings after Retirement	Shall not accept any appointment or post, whether advisory or administrative, in any firm or company, Indian or foreign, with which the Company has or had business relations within one year from the date of his retirement, without the prior approval of the Government.
Conduct Discipline and Appeal	Subject to the Conduct, Discipline and Appeal Rules of the Company, with the Disciplinary Authority being the President of India.

iii. ***Letter No. C-31018/1/2009-CA dated August 19, 2011 from the MoPNG to the Company regarding terms and conditions of appointment of Mr. Deepak Moudgil***

Mr. Deepak Moudgil was appointed as Director (Projects) of the Company by the President of India pursuant to MoPNG letter No. C-31018/1/2009-CA dated March 22, 2011 with effect from March 22, 2011. The terms and conditions of his appointment have been set out in the letter No. C-31018/1/2009-CA dated August 19, 2011.

The terms and conditions governing the appointment of Mr. Deepak Moudgil as per the above mentioned order are as under:

Term	Appointment for a period of five years w.e.f. March 22, 2011 or till the date of superannuation, or until further orders, whichever event occurs earlier. The appointment may however be terminated during this period by either side on three

	months' notice or on payment of three months' salary in lieu thereof.
Basic salary	₹ 75,000 per month in the scales of ₹ 75,000-100,000.
Dearness Allowance	In accordance with the New Industrial Dearness Allowance Scheme as spelt out in Department of Public Enterprise's Office Memorandum ("**DPE's OM**") dated November 26, 2008 and April 2, 2009.
Annual Increment	At 3% of basic pay on the anniversary date of appointment in the scale and further increments on the same date in subsequent years until the maximum of the pay-scale is reached.
Housing and furnishing	Entitled to suitable residential accommodation from the Company including company leased accommodation. Accommodation can also be taken on self lease basis provided that a lease deed in favour of the Company is executed or on the basis of existing lease deeds. Recovery is done to the extent of 10% of the basic pay or the actual amount whichever is lower.
Conveyance	Entitled to staff car for private use subject to a ceiling of 1,000 km per month in the cities of New Delhi, Mumbai, Kolkata, Chennai, Bengaluru and Hyderabad and a ceiling of 750 km per month in all other cities.
Performance Related Payment	Eligible for approved PRP as per DPE's O.Ms. dated November 26, 2008, February 9, 2009 and April 2, 2009.
Leave	Entitled to leave subject to the Leave Rules of the Company
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 November 26, 2008 and April 2, 2009.
Superannuation Benefits	Eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated November 26, 2008 and April 2, 2009.
Restriction on joining Private Commercial Undertakings after Retirement	Shall not accept any appointment or post, whether advisory or administrative, in any firm or company, Indian or foreign, with which the Company has or had business relations within one year from the date of his retirement, without the prior approval of the Government.
Conduct Discipline and Appeal	Subject to the Conduct, Discipline and Appeal Rules of the Company, with the Disciplinary Authority being the President of India.

iv. Letter No. C-31018/13/2010-CA(Part-1) dated January 16, 2014 from the MoPNG to the Company regarding terms and conditions of appointment of Ms. Veena Swarup

Ms. Veena Swarup was appointed as Director (HR) of the Company by the President of India pursuant to MoPNG letter No. C - 31018/13/2010-CA dated June 28, 2012 with effect from October 1, 2012. The terms and conditions of his appointment have been set out in the letter No. C-31018/13/2010-CA dated January 16, 2014.

The terms and conditions governing the appointment of Ms. Veena Swarup as per the above mentioned order are as under:

Term	Appointment for a period of five years w.e.f. October 1, 2012 or till the date of superannuation, or until further orders, whichever event occurs earlier and in accordance with the provisions of the Companies Act, 1956, as amended from time to time. The appointment may however be terminated during this period by either side on three months' notice or on payment of three months' salary in lieu thereof.
Basic salary	₹ 75,190 per month in the scales of ₹ 75,000-100,000.
Dearness Allowance	In accordance with the New Industrial Dearness Allowance Scheme as spelt out in Department of Public Enterprise's Office Memorandum ("**DPE's OM**") dated November 26, 2008 and April 2, 2009.
Annual Increment	At 3% of basic pay on the anniversary date of appointment in the scale and further increments on the same date in subsequent years until the maximum of the pay-scale is reached.
Housing and furnishing	Entitled to suitable residential accommodation from the Company including company leased accommodation. Accommodation can also be taken on self lease basis provided that a lease deed in favour of the Company is executed or on the basis of existing lease deeds. Recovery is done to the extent of 10% of the basic pay or the actual amount whichever is lower.
Conveyance	Entitled to staff car for private use subject to a ceiling of 1,000 km per month in the cities of New Delhi, Mumbai, Kolkata, Chennai, Bengaluru and Hyderabad and a ceiling of 750 km per month in all other cities.
Performance Related Payment	Eligible for approved PRP as per DPE's O.Ms. dated November 26, 2008, February 9, 2009 and April 2, 2009.

Leave	Entitled to leave subject to the Leave Rules of the Company
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 November 26, 2008 and April 2, 2009.
Superannuation Benefits	Eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated November 26, 2008 and April 2, 2009.
Restriction on joining Private Commercial Undertakings after Retirement	Shall not accept any appointment or post, whether advisory or administrative, in any firm or company, Indian or foreign, with which the Company has or had business relations within one year from the date of her retirement, without the prior approval of the Government.
Conduct Discipline and Appeal	Subject to the Conduct, Discipline and Appeal Rules of the Company, with the Disciplinary Authority being the President of India.

v. Letter No. C-31018/4/2011-CA(Part-1) dated January 16, 2014 from the MoPNG to the Company regarding terms and conditions of appointment of Mr. Ajay Narayan Deshpande

Mr. Ajay Narayan Deshpande was appointed as Director (HR) of the Company by the President of India pursuant to MoPNG letter No. C - 31018/4/2011-CA dated January 21, 2013 with effect from April 1, 2013. The terms and conditions of his appointment have been set out in the letter No. C-31018/4/2011-CA (Part I) dated January 16, 2014.

The terms and conditions governing the appointment of Mr. Ajay Narayan Deshpande as per the above mentioned order are as under:

Term	Appointment for a period of five years w.e.f. April 1, 2013 or till the date of superannuation, or until further orders, whichever event occurs earlier and in accordance with the provisions of the Companies Act, 1956, as amended from time to time. The appointment may however be terminated during this period by either side on three months' notice or on payment of three months' salary in lieu thereof.
Basic salary	₹ 75,170 per month in the scales of ₹ 75,000-100,000.
Dearness Allowance	In accordance with the New Industrial Dearness Allowance Scheme as spelt out in Department of Public Enterprise's Office Memorandum ("**DPE's OM**") dated November 26, 2008 and April 2, 2009.
Annual Increment	At 3% of basic pay on the anniversary date of appointment in the scale and further increments on the same date in subsequent years until the maximum of the pay-scale is reached.
Housing and furnishing	Entitled to suitable residential accommodation from the Company including company leased accommodation. Accommodation can also be taken on self lease basis provided that a lease deed in favour of the Company is executed or on the basis of existing lease deeds. Recovery is done to the extent of 10% of the basic pay or the actual amount whichever is lower.
Conveyance	Entitled to staff car for private use subject to a ceiling of 1,000 km per month in the cities of New Delhi, Mumbai, Kolkata, Chennai, Bengaluru and Hyderabad and a ceiling of 750 km per month in all other cities. As per DPE's OM No. 2(23)/11-DPE(WC)-GL-V/13 dated January 21, 2013, the recovery amount (AC/non-AC) for private use/non-duty runs would be Rs. 2,000 per month.
Performance Related Payment	Eligible for approved PRP as per DPE's O.Ms. dated November 26, 2008, February 9, 2009 and April 2, 2009.
Leave	Entitled to leave subject to the Leave Rules of the Company
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 November 26, 2008 and April 2, 2009.
Superannuation Benefits	Eligible for superannuation benefit based on approved schemes as per DPE's O.Ms. dated November 26, 2008 and April 2, 2009.
Restriction on joining Private Commercial Undertakings after Retirement	Shall not accept any appointment or post, whether advisory or administrative, in any firm or company, Indian or foreign, with which the Company has or had business relations within one year from the date of his retirement, without the prior approval of the Government.
Conduct Discipline and Appeal	Subject to the Conduct, Discipline and Appeal Rules of the Company, with the Disciplinary Authority being the President of India.

Shareholding of Directors

As per our Articles of Association, our Directors are not required to hold any Equity Shares to qualify as Directors of the Company. Except as stated in "Capital Structure – Shareholding of our Directors" on page 82, our Directors do not hold any Equity Share in the Company.

Interest of Directors

All Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration payable to them for services rendered as an officer or employee of the Company.

The Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters. All of the Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them.

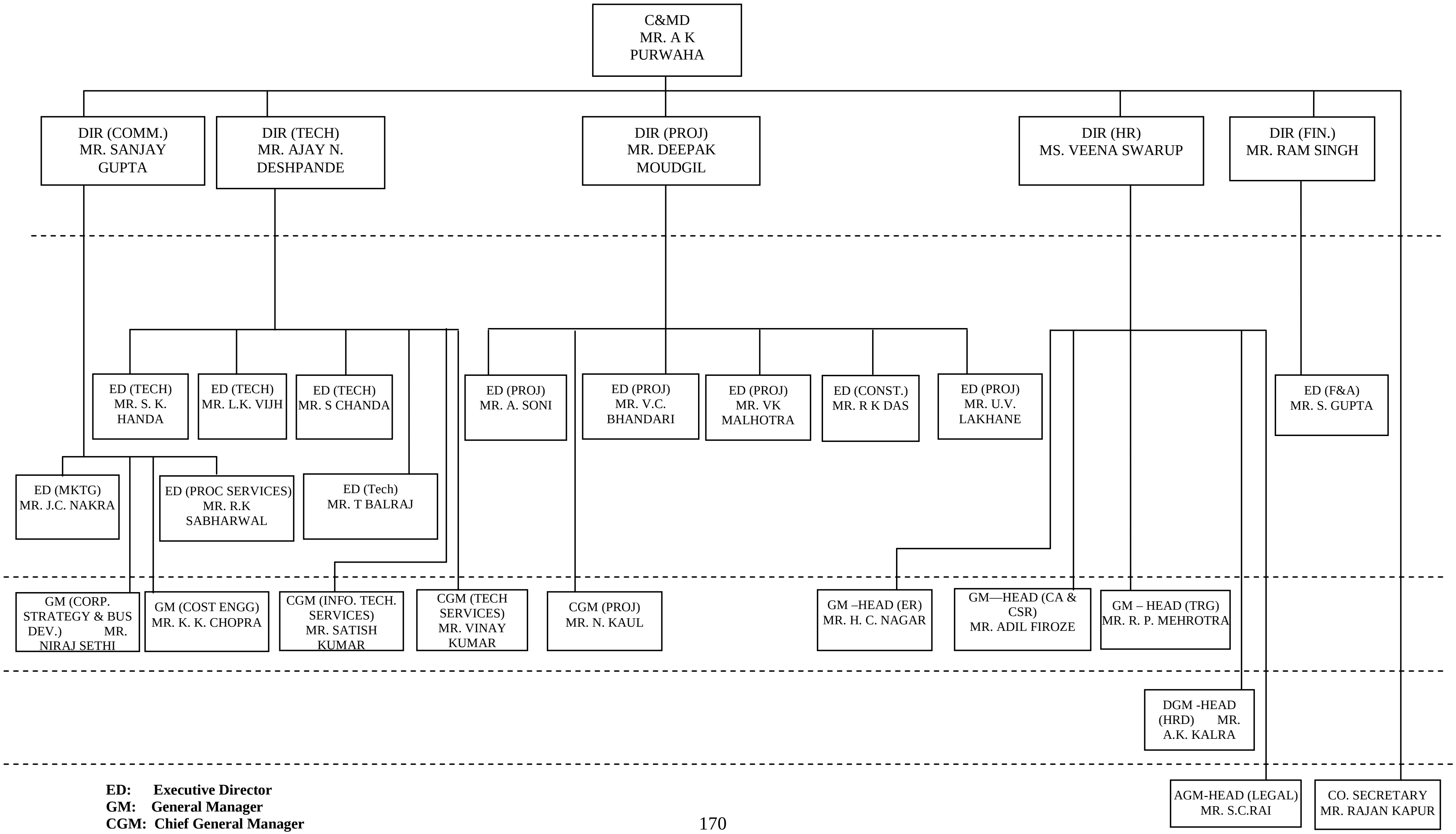
The Directors have no interest in any property acquired by the Company within two years from the date of the Red Herring Prospectus or proposed to be acquired by the Company as of the date of the Red Herring Prospectus.

Changes in the Board of Directors in the last three years

Name of Director	Date of Appointment	Date of Cessation	Reason for Change
Mr. Rakesh Kumar Grover	April 3, 2007	January 31, 2011	Superannuation
Mr. Deepak Moudgil	March 22, 2011	Continuing	Appointment
Mr. Basavaraj Ningappa Bankapur	December 29, 2006	September 1, 2011	Superannuation
Mr. Sanjay Gupta	July 1, 2012	Continuing	Appointment
Mr. Gordon Das Goyal	July 20, 2010	July 1, 2012	Superannuation
Mr. Bijoy Chatterjee	July 4, 2012	Continuing	Appointment
Mr. Jai Prakash Gupta	July 4, 2012	Continuing	Appointment
Dr. Raghunath Kashinath Shevgaonkar	July 4, 2012	Continuing	Appointment
Mr. Laxmi Narayan Gupta	June 25, 2008	August 3, 2012	Withdrawn
Mr. Deependra Pathak*	October 12, 2007	August 3, 2012	Withdrawn
Dr. Archana Saharya Mathur	August 3, 2012	Continuing	Appointment
Mr. Pradeep Kumar Rastogi	April 30, 2010	September 30, 2012	Superannuation
Ms. Veena Swarup	October 1, 2012	Continuing	Appointment
Mr. Udaykrishna Nityanand Bose	January 18, 2006	December 1, 2012	Superannuation
Dr. Avinash Chandra	June 20, 2007	January 30, 2013	Resignation
Mr. Arun Kumar Purwar	January 9, 2008	January 30, 2013	Resignation
Mr. Peush Mahajan	November 15, 2010	April 1, 2013	Superannuation
Mr. Ajay Narayan Deshpande	April 1, 2013	Continuing	Appointment
Ms. Sushma Taishete	August 3, 2012	April 10, 2013	Withdrawn
Dr. (Prof.) Krishan Deo Prasad Nigam	July 9, 2010	July 8, 2013	Resignation
Mr. Rajiv Nayan Choubey	April 10, 2013	December 6, 2013	Withdrawn
Dr. Christy Leon Fernandez	September 26, 2013	Continuing	Appointment
Mr. D.R. Meena	November 13, 2013	Continuing	Appointment
Dr. Vizia Saradhi Vakkalanka Venkateshwar	November 13, 2013	Continuing	Appointment

**Mr. Deependra Pathak was a Director of the Company from October 12, 2007 to July 2, 2010 and then again from February 22, 2011 till August 3, 2012.*

Management Organisation Structure



ED: Executive Director
GM: General Manager
CGM: Chief General Manager
DGM: Dy. General Manager
AGM: Assistant General Manager
ER: Employee Relations

Corporate Governance

Our Equity Shares are listed on the Stock Exchanges and the Company has adopted corporate governance practices in compliance with Clause 49 of the Equity Listing Agreement, entered into with the Stock Exchanges, in terms of constitution of the Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, each as required under law as well as the DPE Guidelines OM No. 18(8)/2005-GM dated May 14, 2010 on corporate governance for central public sector enterprises which are required to be adopted on a mandatory basis.

The Company has constituted an Audit Committee and an Investors' Grievance Committee as per the requirements of Clause 49 of the Equity Listing Agreement. Whilst the constitution of a Remuneration Committee is not mandatory under the Equity Listing Agreement, we have constituted a Remuneration Committee in accordance with the DPE Guidelines, OM No. 2(70)/08 – DPE(WC) – GL - XIV/08), dated November 26, 2008 applicable to all central public sector enterprises. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

I. Committees of the Board in accordance with the Listing Agreement

A. Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of the Director	Position in the Committee
1.	Mr. Aditya Jain	Chairman
2.	Mr. Bijoy Chatterjee	Member
3.	Dr. Raghunath Kashinath Shevgaonkar	Member
4.	Dr. Christy Leon Fernandez	Member
5.	Mr. Dhani Ram Meena	Member

The Audit Committee was constituted pursuant to a meeting of the Board of Directors held on December 8, 1998. The scope and function of the Audit Committee is in accordance with Section 292A of the Companies Act and Clause 49 of the Listing Agreement and its terms of reference include the following:

a. 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;

b. Recommending audit fees payable to statutory auditors appointed by the Comptroller and Auditor General and approving payments for any other services;

c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d. Reviewing with the management, the periodical financial statements before submission to the Board for approval with particular reference to:

    i. Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;

    ii. Changes, if any, in accounting policies and practices and reasons for the same;

    iii. Major accounting entries involving estimates based on exercise of judgment by management;

    iv. Significant adjustments made in the financial statements arising out of audit findings;

    v. Compliance with listing and other legal requirements relating to financial statements;

    vi. Disclosure of related party transactions;

    vii. Qualifications in draft audit reports.

e. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;

f. Reviewing with the management, performance of statutory and internal auditors, and adequacy of internal control systems;

g. 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;

h. Discussion with the internal auditors of any significant findings and follow up thereof;

i. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of the internal control systems of a material nature and reporting the matter to the Board;

j. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post audit discussions to ascertain any area of concern;

k. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared divided) and creditors;

l. To review the functioning of the whistle blower mechanism, in case the same is existing;

m. Carrying out any other function as mentioned in the terms of reference of the audit committee.

The Audit Committee met four times in FY 2013.

B. Shareholders/Investors Grievance Committee

The members of the Shareholders/Investors' Grievance Committee are:

Sr. No.	Name of the Director	Position in Committee
1	Dr. Christy Leon Fernandez	Chairman
2	Mr. Bijoy Chatterjee	Member
3	Ms. Veena Swarup	Member
4	Mr. Ram Singh	Member
5	Mr. Dhani Ram Meena	Member

The Shareholders/Investors' Grievance Committee was constituted by a meeting of our Board of Directors held on April 29, 2002. The scope of the Shareholders/Investors' Grievance Committee includes considering and review shareholders'/investors'grievances and complaints and to ensure that all shareholders'/investors' grievances and correspondence are attended to expeditiously and satisfactorily.

The Shareholders/Investors Grievance Committee met four times in FY 2013.

C. Remuneration Committee

The members of the Remuneration Committee are:

Sr. No.	Name of the Director	Position in the Committee
1.	Mr. Bijoy Chatterjee	Chairman
2.	Mr. Aditya Jain	Member
3.	Dr. Jai Prakash Gupta	Member
4.	Mr. Dhani Ram Meena	Member
5.	Ms. Veena Swarup	Member
6.	Dr. Vizia Saradhi Vakkalanka Venkateshwar	Member

The Remuneration Committee was constituted by a meeting of our Board of Directors held on December 19, 2008. The scope of the Remuneration Committee includes finalizing the salary structure, applicable perks and allowances and deciding the annual bonus pool/variable pay and policy for its distribution across the executives and non unionised supervisors within prescribed limits. It may also be called upon to decide upon issues like ESOP schemes, performance incentive schemes, super annuation benefits and any other fringe benefits which may be considered appropriate.

The Remuneration Committee has met twice in FY 2013.

II. Other Committees of the Board

In addition, the Company has also constituted various other committees for the functioning of the Board, including the Human Resources Committee, the Corporate Social Responsibility Committee, the Investment Committee, the Committee of the Board for Equity Participation in new ventures by EIL and the Committee for Further Public Offering of Equity Shares.

Payment or benefit to Directors/Officers of the Company (non-salary related)

Except as stated in the section "Our Management – Remuneration details of our directors" on page 164, no amount or benefit has been paid within the two years preceding the date of the Red Herring Prospectus, or is intended to be paid or given to any of the Company's officers, including the Directors.

PROMOTER AND GROUP COMPANIES

Our Promoter is the President of India acting through the MoPNG. Our Promoter currently holds 80.40% of the pre Offer paid-up equity share capital of the Company. As our Promoter is the President of India acting through the MoPNG, disclosure of our 'group companies' as defined under Schedule VIII to the SEBI ICDR Regulations has not been provided.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares will be recommended by our Board and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements, contractual obligations and the overall financial condition of the Company.

As per the Office Memorandum dated October 15, 2010 by the Department of Expenditure, GoI, each profit making public sector enterprises engaged in oil, petroleum, chemical and other infrastructure sector are required to declare a minimum dividend 30% of its profits after tax.

The dividend and dividend tax paid by the Company during the last three Fiscals is presented below.

Particulars	Fiscal 2013	Fiscal 2012	Fiscal 2011
Face value of Equity Shares (in ₹. per Equity Share)	5	5	5
Dividend (in ₹. Million)	2,021.62	2,021.62	1,684.69
Dividend per Equity Share (₹.)	6	6	5
Dividend Rate (%)	120%	120%	100%
Dividend Tax (in ₹ Million)	335.76	327.95	271.70

The amounts paid as dividends in the past are not necessarily indicative of dividend amounts payable, if any, in the future.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Board of Directors
Engineers India Limited
EIB/ 1, Bhikaji Cama Place
New Delhi – 110 066

Dear Sirs,

1. We have examined the attached restated consolidated financial information of Engineers India Limited, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Paragraph B, Part II of Schedule II of the Companies Act, 1956 ("the Act") and the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 as amended ("SEBI-ICDR Regulation") and in terms of our engagement agreed upon with you in accordance with our engagement letter Dated September 10, 2013 in connection with the proposed Further Public Offer of the Company.

2. These restated consolidated financial information have been prepared by the Management from the audited consolidated financial statements for the year ended March 31st 2009, 2010, 2011, 2012, 2013 and half year ended on September 30, 2013 which have been approved by Board of directors of respective years. Audit for the financial years ended March 31st 2009, 2010 and 2011 was conducted by previous auditors, M/s Jagdish Chand & Co. Chartered Accountants (Firm Reg No.-000129N) Signed by their partners CA Jagdish Chand Gupta (Membrship No- 006107) for the year ended March 31st 2009, 2010 and CA Ravi Goel (Membership No-078748) for the year ended March 31st 2011, accordingly reliance has been placed on the consolidated financial information examined by them for the said years. The financial report included for these years, i.e., 2009, 2010 & 2011 are based solely on the report submitted by them. Audited financial statements for the year ending December 31, of foreign subsidiaries and joint ventures are used for consolidated financial statements, further audited financial statements of a foreign subsidiary and unaudited financial statement of a foreign joint venture for the half year ending June 30, 2013, are used for consolidated interim financial statement for the half year ending September 30, 2013. As per information and explanations given to us no significant transactions or other events occurred between 31st December/30th June and 31st March/September 30th respectively, which require adjustment. For as on and year ended 31st March, 2009 share of Company in Joint Venture, Technimont EIL Emirates Consultores E Servicos, LDA has been consolidated on the basis of unaudited financial statements of the Joint Venture for the period ended 31st December 2008. The Restated financial information has been made after incorporating:

   a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
   b) Adjustments for the material amounts in the respective financial years to which they relate.
   c) And there are no extra-ordinary items that need to be disclosed separately in the accounts and qualification requiring adjustments.

3. We did not audit the Financial Statements of the subsidiaries, and joint ventures for the financial years ended March 31st 2009, 2010, 2011, 2012, 2013 and half year ended September 30, 2013, whose Financial Statements reflect total assets of Rs.346.11Million, Rs.409.38Million, Rs.462.84Million, Rs.600.47Million, Rs.617.21Million and Rs.586.63Milion, total revenue of Rs.273.63Million, Rs.262.40Million, Rs.322.30Million, Rs.341.17 Million, Rs.343.34Million and Rs.158.70Million, total expenditures of Rs.182.11Million, Rs.183.41Million, Rs.232.63Million, Rs.251.76Million, Rs.278.92Million and Rs. 128.92Million respectively. Further the Consolidated Financial Statements for the year ended March 31st 2009 and Interim Consolidated Financial Statements for the half year ended September 30, 2013 reflect total assets of Rs.9.02Million and Rs.61.57Million, total revenue of Rs.NIL Million and Rs.5.30Million and total expenditures of Rs.0.47Million and Rs.4.48Million based on unaudited financial statement of two Joint ventures.

The consolidated financial information for the above period was examined to the extent applicable for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform our audit to obtain reasonable assurance, whether the consolidated financial information under examination is free of material misstatement.

Based on the above, we report that in our opinion and according to the information and explanations given to us, we have found the same to be correct and the same have been used in the consolidated financial information appropriately.

4. In accordance with the requirements of Paragraph B of Part II of Schedule II of the Act, the SEBI-ICDR Regulation and terms of our engagement agreed with you, we further report that:

(a) The Summary Statement of Consolidated Assets and Liabilities of the Company and its subsidiaries and joint ventures, as at 31st March, 2009, 2010, 2011, 2012, 2013 and September 30th 2013 examined by us, as set out in Annexure to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexures-I, IV).

(b) The Summary Statement of Consolidated Profit or Loss of the Company and its subsidiaries and joint ventures for the year than ended, 31st March, 2009, 2010, 2011, 2012, 2013 and half year ended September 30, 2013 examined by us, as set out in Annexure to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexures – II, IV).

(c) The Summary Statement of Consolidated Cash Flows of the Company and its subsidiaries and joint ventures for the year than ended, 31st March, 2009, 2010, 2011, 2012, 2013 and half year ended September 30, 2013 examined by us, as set out in Annexure to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Note and Changes in Significant Accounting Policies (Refer Annexures – III, IV).

(d) Based on the above, according to the information and explanations given to us, and as per the reliance placed on the reports submitted by the previous auditors, M/s Jagdish Chand & Co., for the respective years, we are of opinion that the restated financial information has been made after incorporating:

(i) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
(ii) Adjustments for the material amounts in the respective financial years to which they relate.
(iii) Further, there are no extra-ordinary items that need to be disclosed separately in the accounts and qualification requiring adjustments.

(e) We have also examined the following consolidated other financial information setout in Annexures prepared by the management and approved by the Board of Directors relating to the Company and its subsidiaries and joint ventures for the year ended 31st march, 2009, 2010, 2011, 2012, 2013 and half year ended September 30, 2013. In respect to the year ended 31st March, 2009, 2010 and 2011 these informations have been included based upon the reports submitted by the previous auditors, M/s Jagdish Chand & Co, and relied upon by us.

(i) Statement of Accounting Ratios - Annexure V.
(ii) Statement of Capitalization as at September 30, 2013 - Annexure VI.
(iii) Statement of Tax Shelter - Annexure VII.
(iv) Statement of Dividend Declared - Annexure VIII.
(v) Statement of Changes in Share Capital - Annexure IX

(vi) Statement of Other Income - Annexure X.
(vii) Statement of Secured and Unsecured Loans - Annexure XI
(viii) Statement of Investments - Annexure XII.
(ix) Statement of Trade Receivable - Annexure XIII
(x) Statement of Loans and Advances Given - Annexure XIV
(xi) Statement of Liabilities and Provisions - Annexure XV
(xii) Statement of Related Party Transactions - Annexure XVI
(xiii) Statement of Reserves and Surplus - Annexure XVII
(xiv) Statement of Contingent Liabilities - Annexure XVIII
(xv) Statement of Segment wise Revenues, Results and Capital Employed - Annexure XIX
(xvi) Statement of Employees Benefit Expenses - Annexure XX.
(xvii) Statement of Facilities - Annexure XXI.
(xviii) Statement of Corporate Costs - Annexure XXII.
(xix) Statement of Other Costs - Annexure XXIII.
(xx) Statement of Depreciation and Amortization Expenses - Annexure XXIV

In our opinion the financial information contained in Annexure I to XXIV of this report read along with the Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexure) prepared after making adjustments and regrouping as considered appropriate have been prepared in accordance with Part IIB of Schedule II of the Act and the SEBI-ICDR Regulation.

5. We did not perform audit tests for the purpose of expressing an opinion on individual balances of summaries of selected transactions, and accordingly we express no such opinion thereon.

6. We have no responsibility of updated our report for events and circumstances occurring after the date of report.

7. Our report is intended solely for use of the management and for inclusion in the offer document in connection with the proposed issue of equity shares of the Company and our report should not be used for any other purpose except with our consent in writing.

For M.Verma & Associates
(Chartered Accountants)
Firm Regn No -501433C

Date : November 12, 2013
Place: New Delhi

Mohender Gandhi
(Partner)
(M.No: 088396)

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

Annexure-I
(Rs. In Million)

		AS AT					
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a) Share Capital	1684.68	1684.68	1684.68	1684.68	561.56	561.56
	(b) Reserves and Surplus	23688.68	21480.07	18078.17	13987.20	11843.83	14273.38
	Sub-total- Shareholders' funds	**25373.36**	**23164.75**	**19762.85**	**15671.88**	**12405.39**	**14834.94**
2	**Non-Current Liabilities**						
	(a) Other Long Term Liabilities	32.82	38.38	51.95	47.14	24.69	13.35
	(b) Long Term Provisions	236.98	230.68	215.34	175.54	65.84	58.59
	Sub-total- Non-current liabilities	**269.80**	**269.06**	**267.29**	**222.68**	**90.53**	**71.94**
3	**Current Liabilities**						
	(a) Trade Payables	3725.16	3470.54	5881.10	3081.84	1839.83	1524.99
	(b) Other Current Liabilities	7530.64	7633.44	7559.85	12323.73	12086.13	11324.08
	(c) Short Term Provisions	3381.48	4425.39	4353.03	3702.42	2464.05	2321.00
	Sub-total- Current liabilities	**14637.28**	**15529.37**	**17793.98**	**19107.99**	**16390.01**	**15170.07**
	TOTAL- EQUITY AND LIABILITIES	**40280.44**	**38963.18**	**37824.12**	**35002.55**	**28885.93**	**30076.95**
B	**ASSETS**						
1	**Non-current assets**						
	(a) Fixed Assets						
	Tangible Assets	496.39	502.67	548.66	605.60	581.10	534.88
	Intangible Assets	24.3	29.43	16.28	26.85	48.28	47.65
	Capital Work in Progress	1695.21	1355.17	515.95	130.79	65.92	60.23
	(b) Non-Current Investments	126.85	1021.20	690.13	111.39	113.23	114.89
	(c) Deferred Tax Assets (Net)	2416.92	2249.73	1774.19	1417.57	1053.30	886.99
	(d) Long Term Loans and Advances	546.18	491.30	577.32	754.32	1065.84	857.27
	(e) Other Non Current Assets:	13.83	19.78	23.49	444.59	25.96	770.90
	Sub-total- Non-current assets	**5319.68**	**5669.28**	**4146.02**	**3491.11**	**2953.63**	**3272.81**
2	**Current Assets**						
	(a) Current Investments	6837.54	5453.07	5594.92	5016.51	861.66	1400.00
	(b) Inventories	7.87	8.43	8.26	8.75	9.73	8.47
	(c) Trade Receivables	3532.62	3455.50	3321.25	3316.79	3304.79	3159.83
	(d) Cash and Bank Balances	18689.15	18908.38	16870.21	17539.83	17921.02	18447.02
	(e) Short Term Loans and Advances	702.67	650.15	1859.74	2251.83	1277.16	1406.90
	(f) Other Current Assets	5190.91	4818.37	6023.72	3377.73	2557.94	2381.92
	Sub-total- Current assets	**34960.76**	**33293.90**	**33678.10**	**31511.44**	**25932.30**	**26804.14**
	TOTAL -ASSETS	**40280.44**	**38963.18**	**37824.12**	**35002.55**	**28885.93**	**30076.95**

Notes:

- There are no Revaluation Reserves as such no adjustment is required.
- The summary statement of assets and liabilities as restated is prepared in terms of requirements of revised Schedule VI of the Companies Act, 1956.
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- The accompanying accounting policies and notes are an integral part of these statements.
- The Reserves & Surplus include Rs. 20 Millions received earlier to FY 2008-09 as Capital Grant from Oil and Industry Development Board for R&D Centre.

ENGINEERS INDIA LIMITED
SUMMARY CONSOLIDATED STATEMENT OF PROFITS & LOSSES, AS RESTATED

Annexure-II
(Rs. In Million)

	Half year ended	**For the Year Ended**				
Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
REVENUE						
- Consultancy & engineering services	5724.01	12565.01	12274.46	11509.59	10701.60	8441.51
- Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Other Income	1186.04	2466.75	2175.67	1409.30	1817.00	1542.21
Total Revenue	**10383.29**	**27734.44**	**39365.26**	**29872.31**	**21903.26**	**17062.81**
EXPENSES						
Technical Assistance/Sub-Contracts	1612.94	5051.24	6726.83	6485.02	3033.36	1889.80
Construction Materials & Equipments	1406.3	6137.27	15165.34	8118.92	5558.26	4954.74
Employee Benefits Expense	2964.97	5841.74	5478.41	5240.05	4911.87	3902.65
Depreciation & Amortization Expense	48.02	114.90	196.90	145.11	135.17	109.01
Other Expenses:						
Facilities	255.96	460.33	480.77	348.04	301.68	276.24
Corporate Costs	240.59	239.83	366.97	326.63	209.50	208.91
Other Costs	653.72	1748.21	1616.72	1344.59	909.93	833.12
Total Expenses	**7182.50**	**19593.52**	**30031.94**	**22008.36**	**15059.77**	**12174.47**
Profit For The Year	3200.79	8140.92	9333.32	7863.95	6843.49	4888.34
Provision for Taxation						
Current Year						
Current Tax	1159.37	2857.18	3249.41	3005.34	2472.27	1789.77
Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00	30.20
Deferred Tax	(167.19)	(475.54)	(356.63)	(364.27)	(166.31)	(164.72)
Total Provision For Taxation	**992.18**	**2381.64**	**2892.78**	**2641.07**	**2305.96**	**1655.25**
Profit After Tax	**2208.61**	**5759.28**	**6440.54**	**5222.88**	**4537.53**	**3233.09**

Notes:

- The accompanying accounting policies and notes are an integral part of these statements.
- The summary statement of profits and losses as restated is prepared in terms of requirements of revised Schedule VI of the Companies Act, 1956.
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- There are no Extraordinary items.
- The reconciliation between the audited and restated accumulated general reserve balance as at April 01, 2008 is given in Note No." D" of Annexure IV

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED CASH FLOWS, AS RESTATED

Annexure-III
Rupees in Million

		HALF YEAR ENDED	FOR THE YEAR ENDED				
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Net profit Before Tax	**3200.79**	**8,140.92**	**9,333.32**	**7,863.95**	**6,843.49**	**4,888.34**
i)	**Adjustment For :**						
	Depreciation & Amortization	48.02	114.90	196.90	149.11	135.17	109.01
	Fixed Assets Written Off	-	2.97	0.19	2.47	0.72	0.32
	Goodwill on Consolidation	-	-	-	0.59	-	-
	Provision for Diminution in value of Investment in Joint ventures	-	-	-	0.98	-	-
	Incorporation Cost written off	-	-	-	-	-	0.01
	Deferred Revenue Expenditure (VRS)	-	-	-	-	1.87	2.13
	(Profit)/Loss On Sale of Fixed Assets	0.05	3.32	(0.26)	0.39	0.16	1.36
ii)	**Other Income**						
	Interest Income	(956.62)	(1,871.06)	(1,680.38)	(1,264.93)	(1,531.17)	(1,474.45)
	Share of Profit On Trade Investment	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
	Capital Gain on Redemption of Investment in Mutual Funds	(176.08)	(448.08)	(407.35)	(6.85)	(169.82)	-
	Dividend Income	(9.44)	(47.92)	(37.24)	(17.71)	(27.83)	(19.19)
	Operating Profit before Working Capital Changes	**2,101.07**	**5,888.98**	**7,401.44**	**6,728.00**	**5,252.39**	**3,493.20**
	Adjustment For :						
	(Increase)/Decrease in Trade Receivables	(77.12)	(134.25)	(4.46)	(12.79)	(144.96)	(1,149.20)
	(Increase)/Decrease in Inventories	0.56	(0.17)	0.49	0.98	(1.25)	(0.08)
	(Increase)/Decrease in Loans & Advances & other Assets	(1,054.42)	2,743.77	(3,560.52)	435.26	564.97	(2,020.35)
	(Increase)/Decrease in Work-In Progress	280.77	(537.31)	1,995.79	(1,706.47)	(96.84)	(14.14)
	Increase/ (Decrease) in Liabilities /Provisions	236.13	(1,719.81)	(1,473.27)	2,247.28	876.23	6,351.68
	Cash Generated From Operations	**1,486.99**	**6,241.21**	**4,359.47**	**7,692.26**	**6,450.54**	**6,661.11**
	Less:Tax Paid	1144.48	2,819.90	3,224.04	2,709.53	2,382.77	2,158.08
	Net Cash Flow From Operating Activities - A	**342.51**	**3,421.31**	**1,135.43**	**4,982.73**	**4,067.77**	**4,503.03**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Payments Towards Capital Expenditure	(391.41)	(799.08)	(401.15)	(254.22)	(236.87)	(222.00)
	Sale of Fixed Assets	0.18	2.89	2.68	1.23	0.85	1.85
	Interest Received	622.99	1,859.70	1,667.03	1,291.15	1,548.77	1,554.38
	Dividend Received	9.44	47.92	37.24	17.70	27.83	19.19
	Share of Profit On Trade	0.00	-	-	1.84	1.85	3.26

	Investment						
	Redemption of UTI 64 Bonds	-	-	-	-	-	1,261.94
	Redemption of Investment in Fixed Maturity plans of Mutual Funds	1750.99	5,442.87	4,707.35	276.85	1,569.82	300.00
	Purchase of Investment in Fixed Maturity plans of Mutual Funds	(1,930.00)	(5,275.00)	(5,370.00)	(5,170.00)	(100.00)	(1,700.00)
	Investment in liquid plans of Mutual Funds (Net)	(129.37)	97.06	(90.82)	752.56	(761.66)	100.02
	Fixed Deposit placed with Banks having original maturity of more than three months	(3,966.51)	(19,792.15)	(22,888.41)	(26,592.85)	(15,574.72)	(17,362.03)
	Fixed Deposit with Banks matured having original maturity of more than three months	5143.93	17,757.73	23,022.46	26,195.72	16,613.88	12,199.59
	Investment in Joint Ventures	-	-	-	(8.39)	-	(0.59)
	Divestment in Joint Venture	-	-	7.41	-	-	-
	NET CASH FLOW FROM INVESTING ACTIVITIES -B	**1,110.24**	**(658.06)**	**693.79**	**(3,488.41)**	**3,089.75**	**(3,844.39)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Dividend payment (including dividend tax)	(1,182.60)	(1,566.38)	(1,566.39)	-	(919.80)	(459.90)
	Interim dividend payment (including dividend tax)	-	(1,174.79)	(783.19)	(1,347.27)	(6,009.81)	(297.77)
	Net cash flow from financing activities - C	**(1,182.60)**	**(2,741.17)**	**(2,349.58)**	**(1,347.27)**	**(6,929.61)**	**(757.67)**
	Increase/ (decrease) in cash & cash equivalents (A+B+C)	**270.15**	**22.08**	**(520.36)**	**147.05**	**227.91**	**(99.03)**
	Cash & cash equivalents at the beginning of the year	197.55	175.47	695.83	548.78	320.87	419.90
	Cash & cash equivalents at the close of the year	467.70	197.55	175.47	695.83	548.78	320.87
	Increase/ (decrease) in cash and cash equivalents	**270.15**	**22.08**	**(520.36)**	**147.05**	**227.91**	**(99.03)**

Notes:

- The cash flow statement has been prepared under the indirect method as set out in Accounting Standard-3 "Cash Flow Statements"
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- The accompanying accounting policies and notes are an integral part of these statements.

(Annexure IV)

Significant Accounting Policies and Notes to Restated Consolidated Statements:

A. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The Financial Statements are prepared under the historical cost convention and comply with the applicable Accounting Standards and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable.

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" as notified by the Central Government under Companies (Accounting Standards) Rules, 2006.

- 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" as notified by the Central Government under Companies (Accounting Standards) Rules, 2006

- 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 Annexure-IV F (1) of Notes to the Restated 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 30th

			September, 2013
Certification Engineers International Limited	Subsidiary	India	100
EIL Asia Pacific Sdn. Bhd.	Subsidiary	Malaysia	100
TEIL Projects Limited	Joint Venture	India	50
Jabal Eiliot Co. Ltd.	Joint Venture	Saudi Arabia	33.333

iii) The annual reporting date of Financial Statements of EIL Asia Pacific Sdn. Bhd. (Foreign Subsidiary of the Company) and Jabal Eiliot Co. Ltd. (Foreign Joint Venture Company) is 31st December as against the Company's reporting date which is 31st March. Since, consistency principle requires that the length of reporting periods and any difference in reporting dates should be the same from period to period and as such for preparing the consolidated financial statements of the company for the year ended 30th September, 2013, financial statements for the period ending 30th June, 2013 were considered in respect of above foreign subsidiary and joint venture. There were no significant transactions or other events occurred between reporting date of foreign subsidiary and foreign joint venture i.e. 1st July, 2013 to 30th September, 2013 which requires adjustment.

iv) The financial statements for the half year ended 30th June, 2013 considered in consolidation in respect of Foreign Joint Venture, JABAL EILIOT CO. LTD. are unaudited.

v) 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 available information, revenue expenditure of Rs.1.94 Millions (Previous year: Rs. 3.06 Millions) and capital expenditure of Rs. 0.05 Millions (Previous year: Rs.0.05 Millions), being the company's share has been accounted for in the financial statements for the half year ended 30th September, 2013.

c) OTHER 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, 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, 1956 and Companies Act, 2013 to the extent applicable.

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 physical progress is less than 25%.

(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) <u>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 the minimum rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher.</u>

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 Rs 0.5 millions 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 Rs.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.

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) 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 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.

1.15 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.

1.16 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.

1.17 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.

1.18 OIL & GAS EXPLORATION ACTIVITIES

A) The Company follows 'Successful Efforts Method' in accounting for Oil & Gas exploration and production activities as detailed below:

(i) Survey costs are charged as expense in the year of its incurrence.

(ii) 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.

B. <u>Major Changes in Accounting policies during the years ended March 31, 2009 to March 31, 2013 and Half year ended September 30, 2013:</u>

There were no changes in accounting policies during the period starting from 01/04/2008 to 30/09/2013 which had impact on profit or loss and as such there were no restatement of profit or losses on above account.

(C) Summary of results of restatement made in the audited consolidated accounts for the year 2009 to year 2013 and half year ended 30-Sep-13 and its impact on the profits of the company

Rupees in Million

Particulars	**HALF YEAR ENDED**	**FOR THE YEAR ENDED**				
	30-Sep-13	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
Profit After Tax as per Audited Accounts	**2421.00**	**6321.97**	**6438.66**	**5312.89**	**4404.74**	**3511.46**
Adjustment on account of						
Material Adjustments {Refer Annexure-IV E(1)}						
Other Income	(322.25)	(701.16)	(146.74)	(187.25)	(12.70)	(673.12)
Contractual Obligations	-	7.73	16.24	81.25	212.06	280.30
Sub-Contract Cost	-	-	-	-	(12.16)	21.96
Miscellaneous expenses	-	-	155.38	-	-	-
Provision for doubtful debts	(39.52)	(168.63)	62.84	(52.76)	6.06	(59.44)
Income Tax	-	28.48	3.37	32.22	4.27	218.78
Deferred Tax	122.96	250.56	(31.83)	25.04	(66.07)	(52.07)
Total	**(238.81)**	**(583.02)**	**59.26**	**(101.50)**	**131.46**	**(263.59)**
Prior Period Adjustment {Refer Annexure -IV E(2)}						
Net Sales/Income from Operations	-	(22.70)	(44.76)	(18.90)	(53.61)	(8.07)
Salaries Cost	-	-	-	-	(0.50)	-
Facilities	-	-	-	(0.17)	-	-
Corporate Cost	-	-	-	(0.11)	-	(0.05)
Others	-	-	-	(0.02)	(0.06)	(0.20)
Depreciation	-	**(3.72)**	0.02	0.02	(4.18)	0.95
Total	-	**(26.42)**	**(44.74)**	**(19.18)**	**(58.35)**	**(7.37)**
Prior Period Adjustment (Net)	**26.42**	**44.74**	**19.18**	**58.35**	**8.20**	**0.92**
Prior Period Tax Adjustment	-	**0.14**	**(31.81)**	**(33.35)**	**49.32**	**(4.96)**
Prior Period Deferred Tax Adjustment	-	**1.87**	**0.08**	-	**(18.81)**	**(10.10)**
Income Tax Reallocated	-	-	**(0.07)**	**8.47**	**20.10**	**(12.08)**
Deferred Tax Reallocated	-	-	**(0.02)**	**(2.80)**	**0.87**	**18.81**
Total Impact of Adjustments	**(212.39)**	**(562.69)**	**1.88**	**(90.01)**	**132.79**	**(278.37)**
Adjusted Profit After Tax	**2208.61**	**5759.28**	**6440.54**	**5222.88**	**4537.53**	**3233.09**

D) Consolidated General Reserve Account as at April 01, 2008 (Restated)

Particulars	Amount in Rs. Million
General Reserve as at April 1, 2008 (Audited)	**11,126.19**
Adjustment on account of:	
Material Adjustments {Refer Annexure-IV E(1)}	
Other Income	2,043.22
Contractual Obligations	(597.58)
Sub-Contract Cost	(9.80)
Miscellaneous expenses	(155.38)
Provision for doubtful debts	251.45
Income Tax	(287.12)
Deferred Tax	(248.59)
Total	**996.20**
Prior Period Adjustment {Refer Annexure -IV E(2)}	
Net Sales/Income from Operations	148.04
Employee benefits expense	0.50
Facilities	0.17
Corporate Cost	0.16
Others	0.28
Depreciation	6.91
Total	**156.06**
Prior Period Adjustment (Net)	**(157.81)**
Prior Period Tax Adjustment	**20.66**
Prior Period Deferred Tax Adjustment	**26.96**
Income Tax Reallocated	**(16.42)**
Deferred Tax Reallocated	**(16.86)**
Total Impact of Adjustments	**1,008.79**
General Reserve as at April 1, 2008 (Restated)	**12,134.98**

E. <u>Notes on Adjustments Carried out</u>:

1. Material Adjustments

(a) Unspent provisions written back

In the financial statements for the half year ended September 30, 2013 and year ended March 31, 2013, 2012, 2011, 2010, 2009 certain provisions created in earlier years were written back. For the purpose of restatement of financial statements the said provisions including tax/deferred tax impact thereof, wherever required have been appropriately adjusted in the respective years in which these provisions were originally created.

(b) Provision for Doubtful debts / advances

In the financial statements for the half year ended September 30, 2013 and year ended March 31, 2013, 2012, 2011, 2010, 2009 certain provisions for doubtful debts/advances created during earlier years are written back, due to recovery of amount from debtors. For the purpose of restatement of financials statements these amounts including tax impacts thereof have been adjusted in the years when such provisions were originally created.

2. Prior Period Items

Certain items of Income/Expenditure/Income Tax/Deferred Tax have been identified as prior period items, which have been shown as adjusted in respective years to which these Income/Expenditure/Income Tax/Deferred Tax pertain. Accordingly, Income/Expenditure/Income Tax/ Deferred Tax relating to earlier years in Profit & Loss account has been reallocated to respective years.

ENGINEERS INDIA LIMTED

F. SIGNIFICANT NOTES TO RESTATED CONSOLIDATED FINANCIAL STATEMENTS FOR HALF YEAR ENDED 30TH SEPTEMBER, 2013

1. a) Depreciation has been provided for on Written Down Value method and Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956, in respect of Joint Venture, TEIL Projects Limited and Subsidiary, Certification Engineers India Limited respectively as against Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956 or rates arrived at on the basis of useful life of asset, 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 physical progress is less than 25% in case of 'the Company' as against 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. Land & Buildings includes Rs. 0.01 Millions (Rs. 0.01 Millions) being amount invested as Share Money in Cooperative Housing Societies as detailed below:

Twintowers Premises Cooperative Society Ltd., Mumbai

10 ordinary shares of Rs. 50/- each fully paid.

Gardenview Premises Cooperative Society Ltd., Mumbai

10 ordinary shares of Rs. 50/- each fully paid.

Heera Panna Towers Cooperative Housing Society Ltd., Vadodara

10 ordinary shares of Rs. 50/- each fully paid.

Suflam Cooperative Housing Society Ltd., Ahmedabad

8 ordinary shares of Rs. 250/- each fully paid.

Darshan Co-operative Society Ltd., Vadodara

80 ordinary shares of Rs. 50/- each fully paid

3. There is no impairment of cash generating assets during the half year ended 30th September, 2013 in terms of Accounting Standard (AS-28) "Impairment of Assets".

4. (i) In terms of provision of Accounting Standard (AS –7) "Construction Contracts", the information in respect of Lumpsum services/ Trunkey Projects for contract in progress as on 30th September, 2013:

a. The aggregate amount of Cost incurred and recognized Profit up to 30th September, 2013 Rs. 98144.06 millions (Previous year : Rs. 94909.34 Millions).

b. The amount of advances received Rs. 621.25 millions (Previous year : Rs. 310.04 Millions).

c. The amount of retention Rs. 57.36 Millions (Previous Year : Rs. 57.36 Millions)

(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.

5. 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:

Rs. in Millions

Particulars	Expense recognized during half year ended 30th September, 2013	Expense recognized in Year ended 31st March, 2013
Contributory Provident Fund & Employees Pension Scheme, 1995	182.40	342.14
Employees Defined Contributory Superannuation Scheme	197.77	415.23

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)

The expenses in respect of defined benefit plans as given below has been provided for in the statement of profit and loss for the half year ended 30th September, 2013, using actuarial valuation as on 31st March, 2013 adjusted for expected return on funded plans, amounts withdrawn from these funds arising due to settlement of employees liability on account of separation or otherwise till 30th September, 2013.

Defined Benefit Plan	Amount provided for in statement of profit and loss (₹ In Millions)
Gratuity (Funded)*	5.38
Leave Encashment (Funded)	117.00
Post Retirement Medical Benefits (Funded)	64.30
Long Service Awards (Unfunded)	3.90
Other benefits on Retirement (Unfunded)	0.30

* includes term insurance premium paid to LIC of India

6. 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 requisite disclosures are disclosed in the notes to accounts of Subsidiary Company.

7. (a) Amount payable in Foreign Currency (Unhedged) on account of the following:

Amount in Millions

Liabilities & Provisions			
As on 30th September, 2013		As on 31st March, 2013	
Rs.	Foreign Currency	Rs.	Foreign Currency
33.05	AED 1.88	28.17	AED 1.85
904.31	USD 14.30	788.94	USD 14.40
0.23	KWD 0.00	0.20	KWD 0.00
580.07	EURO 6.77	103.43	EURO 1.47
45.25	GBP 0.44	36.67	GBP 0.44
0.00	SWK0.00	12.87	SWK 1.52
145.28	JPY 224.20	131.21	JPY 224.40
0.01	OR 0.00	0.01	OR 0.00

0.49	BD 0.00	0.12	BD 0.00
2.12	AD 2.71	1.93	AD 2.71
0.81	TAKA 1.00	0.00	TAKA 0.00

(b) Amount receivable in Foreign Currency (Unhedged) on account of the following:

Amount in Millions

Assets, Loans & Advances			
As on 30th September, 2013		**As on 31st March, 2013**	
Rs.	**Foreign Currency**	**Rs.**	**Foreign Currency**
82.16	AED 4.93	99.06	AED 6.88
55.09	USD 0.88	89.18	USD 1.65
3.80	KWD 0.02	18.85	KWD 0.10
102.67	EURO 1.22	91.01	EURO 1.33
0.02	BOLIVAR 0.00	0.03	BOLIVAR 0.00
2.78	GBP 0.03	0.36	GBP 0.00
0.02	LD 0.00	0.02	LD 0.00
16.22	AD 20.79	14.65	AD 20.63
0.95	YUAN 0.09	0.47	YUAN 0.05
3.10	BD 0.02	0.00	BD 0.00
0.88	TAKA 1.09	0.00	TAKA 0.00

8. 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.

9. 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:

(Rs. in Millions)

Sl. No	**Particulars of Deferred Tax Assets/ (Liability)**	**Upto 31st March, 2013**	**For the half year ended 30th September, 2013**	**As on 30th September, 2013**
A.	**Deferred Tax Asset**			
1.	Provision For leave Encashment	783.00	27.79	810.79
2	Provision for contractual obligations	919.77	76.59	996.36
3.	Provision for Doubtful Debts	173.55	2.46	176.01
4.	Provision for Post Retirement Medical	314.93	22.37	337.30
5.	Provision for Leave encashment and Provident fund for pay revision allowable on cash basis u/s 43B	0.04	0.00	0.04
6.	Provision for other benefits on retirement	5.21	0.10	5.31
7.	Provision for Long Service Awards	71.48	1.25	72.73
8.	Voluntary Retirement Scheme	0.56	(0.14)	0.42
9.	Carry forward of unabsorbed long term Capital Loss on Investment in Fixed Maturity Plans of Mutual Funds	10.21	30.15	40.36
10.	Provision for Loss in Joint Venture	11.79	0.00	11.79
	Total Deferred Tax Asset	**2290.54**	**160.57**	**2451.11**
B.	**Deferred Tax Liability:**			
1.	Depreciation	40.81	(6.62)	34.19
	Total Deferred Tax Liability	**40.81**	**(6.62)**	**34.19**
C.	**Net Deferred Tax Asset / (Liability)**	**2249.73**	**167.19**	**2416.92**

10. CSR Activity Reserve amounting to Rs. 326.60 Millions (Previous year : Rs. 225.98 Millions) under head Reserves & Surplus represents unspent amount, out of amounts set aside as 2% (3% in case of Subsidiary CEIL) of profit after tax in the past years for meeting social obligations as per Department of Public Enterprise guidelines for Corporate Social Responsibility.

11. 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.	Half Year ended 30th September, 2013	Year ended 31st March, 2013
A	Net Profit for the year attributable to Equity Shareholders (Rs. in Millions)	2208.61	5759.28
B	Weighted average number of Equity shares	336936600	336936600
C	Basic & Diluted Earning per share (A)/(B)	Rs. 6.55	Rs. 17.09
D	Nominal value per share	Rs. 5	Rs. 5

12. All figures are in Rupees million except otherwise stated and have been rounded off to the second decimal.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED ACCOUNTING RATIOS

Annexure – V

S. NO.	Key Ratios	Half Year Ended September 30, 2013	For the year ended March 31,				
			2013	2012	2011	2010	2009
A	Earning per share (Rs.)*						
	Basic	6.55	17.09	19.11	15.50	13.47	9.60
	Diluted	6.55	17.09	19.11	15.50	13.47	9.60
B	Return on Net worth (%)	8.71%	24.88%	32.62%	33.37%	36.64%	21.82%
C	Net Assets value per share (Rs.)*	75.25	68.69	58.60	46.45	36.76	43.97
D	Total number of shares outstanding at the beginning of the period *	336936600	336936600	336936600	336936600	336936600	336936600
E	Total number of shares outstanding at the end of the period *	336936600	336936600	336936600	336936600	336936600	336936600
F	Weighted average number of equity shares used as denominator						
	Basic	336936600	336936600	336936600	336936600	336936600	336936600
	Diluted	336936600	336936600	336936600	336936600	336936600	336936600

* During financial year 2010-11 company had split its share of face value of Rs. 10/- each into 2 share of face value of Rs. 5/- each and issued bonus shares in the ratio of 2:1. To make the figures comparable the number of shares are adjusted for the year 2010 and year 2009.

Notes:

The ratio has been computed as under:

Earning per share (Rs.)	Net profit after tax / Weighted average number of equity shares outstanding at the during the period
Return on Net worth (%)	Net profit after tax / Net worth equity excluding revaluation reserve/ Capital grant received against fixed assets
Net Asset value per share (Rs.)	Net worth equity excluding revaluation reserve/ Capital grant received against fixed assets / No. of equity shares outstanding at the end of the period

ENGINEERS INDIA LIMITED
Statement of Consolidated Capitalization

Annexure – VI
Rs. in Million

S.No.		Pre issue as at 30th September, 2013	Post issue	
A	Debt	0	0	
B	Shareholders Funds			
	a) Equity share capital	1684.68	1684.68	
	b) Reserves & Surplus	23688.68	23688.68	*
	Total Shareholders Funds	**25373.36**	**25373.36**	
	Less: Misc. expenditure to the extent not written off	0.00	0.00	
	Net Worth	**25373.36**	**25373.36**	
C	Long term Debt/ Equity	N.A.	N.A.	

Note: There will be no change in the Capital structure post issue as the issue is in connection with the "Further Public Offering" of equity shares for sale by the President of India.

* Excluding internal accruals from 1st October, 2013 till the date of issue.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED TAX SHELTERS

Annexure – VII
(Rs. in Million)

Particulars	Half Year ended	For the year ended March 31,				
	30-Sep-13	2013	2012	2011	2010	2009
Restated Profit before Tax (A)	**3,200.79**	**8,140.92**	**9,333.32**	**7,863.95**	**6,843.49**	**4,888.34**
Tax Rate	33.99%	32.445%	32.445%	33.2175%	33.99%	33.99%
Notional Tax on Restated Profits	**1,087.95**	**2,641.32**	**3,028.20**	**2,612.21**	**2,326.10**	**1,661.55**
Adjustments:						
Permanent Differences:						
Interest Income (Exempt u/s 10)	-	-	-	-	-	(14.20)
Dividend Income (Exempt u/s 10)	(29.44)	(88.02)	(72.06)	(47.72)	(57.83)	(44.19)
Share of Income from AOP (Exempt u/s 86)	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
Income chargeable as Capital Gains	(175.99)	(448.28)	(407.70)	(6.88)	(169.82)	-
Previous Year Adjustments	-	26.42	42.77	-	-	-
Disallowance u/s 14A read with Rule 8D	0.18	0.74	0.26	1.91	-	-
Others	21.47	44.62	37.38	22.01	50.03	25.58
Total Permanent Differences (B)	**(189.43)**	**(470.59)**	**(403.09)**	**(30.68)**	**(177.82)**	**(47.14)**
Timing Differences:						
Difference between Book & Tax Depreciation	15.76	14.06	99.36	(5.10)	(23.33)	(35.45)
Expenses allowable on cash basis u/s 43B	81.76	147.01	191.29	365.54	313.18	120.21
Provision for Contractual Obligations	225.34	682.89	679.98	525.26	263.67	189.48
Provision for Doubtful Debts	7.27	156.27	2.49	54.87	8.49	49.72
Provision for Forseeable Losses	-	14.39	8.02	29.61	-	(3.06)
Provision for Others	69.44	121.28	103.75	244.00	12.81	103.47
Total Timing Differences (C)	**399.56**	**1,135.90**	**1,084.89**	**1,214.18**	**574.82**	**424.38**
Net Adjustment (B) + (C)	**210.13**	**665.31**	**681.80**	**1,183.51**	**397.00**	**377.24**
Tax Shelter	71.42	215.86	221.21	393.13	134.94	128.22
Taxable Income (D) = (A)+(B)+(C)	**3,410.92**	**8,806.23**	**10,015.12**	**9,047.46**	**7,240.49**	**5,265.58**
Long Term Capital Gains After Indexation Chargeable at 22.66% (E)	-	-	-	-	49.55	-
Total Taxable Income as per Income Tax Return (F) = (D)+(E)	**3,410.92**	**8,806.23**	**10,015.12**	**9,047.46**	**7,290.04**	**5,265.58**
Total Tax as per Return	**1,159.37**	**2,857.18**	**3,249.41**	**3,005.34**	**2,472.27**	**1,789.77**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED DIVIDEND DECLARED

Annexure - VIII
(Rs. in Million)

Particulars	Half Year Ended September 30, 2013	For the year ended March 31, 2013	2012	2011	2010	2009
Equity Share Capital*						
Face Value (Rs.)	5	5	5	5	10	10
No. of shares	336936600	336936600	336936600	336936600	56156100	56156100
Rate of dividend (%)						
Interim**	-	60%	40%	20%	1060%	45%
Final	-	60%	80%	80%	0%	140%
Amount of dividend						
Interim	-	1010.81	673.87	336.94	5952.55	252.70
Final	-	1010.81	1347.75	1347.75	-	786.19
Corporate dividend tax	-	335.76	327.95	271.70	1014.54	178.68

* During financial year 2010-11 company split its share of face value of Rs. 10/- each into 2 share of face value of Rs. 5/- each and issued bonus shares in the ratio of 2:1.

** During the year 2009-10 Company made a payment of special interim dividend @ 1000% out of its reserves(i.e. Rs 100 per share having face value of Rs. 10 each) to its shareholders.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED CHANGES IN SHARE CAPITAL

Annexure – IX
(Rs. in Million)

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
Share Capital						
Authorised Share Capital						
No. of Equity share of Rs. 5/- each (In Million)	600.00	600.00	600.00	600.00	100.00	100.00
Amount	3,000.00	3,000.00	3,000.00	3,000.00	1,000.00	1,000.00
Issued						
No. of equity shares (in million) at the beginning of the period	337.02	337.02	337.02	56.20	56.20	56.20
Amount	1,685.09	1,685.09	1,685.09	561.97	561.97	561.97
Subscribed & Paid up						
No. of equity shares (in million) at the beginning of the period	336.94	336.94	336.94	56.16	56.16	56.16
Add: fresh issue of equity shares (in million)	-	-	-		-	-
Add: Split of share of Face value of Rs. 10 each into 2 shares of Rs 5 each	-	-	-	56.16		
Add: bonus issue of shares (in million)	-	-	-	224.62	-	-
No. of equity shares (in million) at the end of the period	336.94	336.94	336.94	336.94	56.16	56.16
Amount	1,684.68	1,684.68	1,684.68	1,684.68	561.56	561.56

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED OTHER INCOME

Annexure - X
(Rs. in Million)

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,					Nature	
		2013	2012	2011	2010	2009	recurring/non recurring	Related/ Non related to Business
Interest Earned (Gross)								
Bank deposits	932.38	1804.50	1588.20	1180.26	1493.18	1417.47	Recurring	Related
On Other Deposits	-	-	-	-	0.11	-	Non-Recurring	Related
Advances to employees	8.26	16.58	16.76	18.48	22.92	28.54	Recurring	Related
Income tax refund		0.00	53.84	39.71	0.00	0.90	Non-Recurring	Related
others	15.98	49.98	21.58	26.49	14.96	13.35	Non-Recurring	Related
Income from long term investments								
Share of profit from AOP (Trade investment)	5.65	6.07	3.74	0.00	0.20	14.33	Recurring	Related
Interest on 6.75% tax free US 64 bonds of UTI	-	-	-	-	-	14.20	Recurring	Related
Dividend income from current investments	9.43	47.92	37.24	17.70	27.83	19.19	Recurring	Related
Capital gain on redemption of investment in mutual funds	176.09	448.08	407.35	6.85	169.82	-	Recurring	Related
Profit on sale of assets	0.03	0.79	1.08	0.15	0.22	0.23	Non-Recurring	Related
Foreign Exchange Difference (Net)	-	1.96	0.00	19.01	44.26	-	Non-Recurring	Related
Miscellaneous Income	38.22	90.87	45.88	100.65	43.50	34.00	Non-Recurring	Related
Total	**1186.04**	**2466.75**	**2175.67**	**1409.30**	**1817.00**	**1542.21**		

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED SECURED AND UNSECURED LOANS

Annexure – XI
(Rs. in Million)

Name of Lender	Loan Sanctioned	Outstanding as at						Rate of Interest	Repayment terms
		30-Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09		
N.A.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	N.A.	N.A.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED INVESTMENTS

Annexure XII
(Rs. in Million)

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
Non Current Investments:						
Investment in Association of Persons	126.85	121.20	115.13	111.39	113.23	114.89
Investment in Units of fixed maturity plan of mutual funds	0.000	900.00	575.00	0.00	0.00	0.00
Sub - Total	**126.85**	**1021.20**	**690.13**	**111.39**	**113.23**	**114.89**
Current Investments:						
Investment in Units of fixed maturity plan of mutual funds	6705.00	5450.00	5495.00	5000.00	100.00	1400.00
Investment in Units of liquid plans of mutual funds	132.54	3.07	99.92	9.10	761.66	0.00
Investment in Joint Venture Companies	-	-	-	7.41	-	-
Sub - Total	**6837.54**	**5453.07**	**5594.92**	**5016.51**	**861.66**	**1400.00**
Total	**6964.39**	**6474.27**	**6285.05**	**5127.90**	**974.89**	**1514.89**
Aggregate of quoted investments-Book value	6837.54	6353.07	6169.92	4700.00	0.00	0.00
Aggregate market value of quoted investments	7063.28	6533.93	6287.71	4760.92	0.00	0.00

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED TRADE RECEIVABLES

Annexure XIII
Rupees in Million

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
Unsecured:						
Outstanding for period exceeding six months from the date they become due for payment:						
Considered good	1464.14	1324.42	1106.92	817.04	686.50	577.30
Considered doubtful	484.61	477.35	324.95	350.79	296.06	287.57
Sub-total	**1948.75**	**1801.77**	**1431.87**	**1167.83**	**982.56**	**864.87**
Others considered good	2068.48	2131.08	2214.33	2499.75	2618.29	2582.53
Sub-total	**2068.48**	**2131.08**	**2214.33**	**2499.75**	**2618.29**	**2582.53**
Less: Provision for doubtful debts	(484.61)	(477.35)	(324.95)	(350.79)	(296.06)	(287.57)
Total	**3532.62**	**3455.50**	**3321.25**	**3316.79**	**3304.79**	**3159.83**

Note: There is no amount due from Promoters and Directors included in Trade Receivables.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED LOANS AND ADVANCES GIVEN

Annexure XIV
Rupees in Million

Particulars	**As at September 30,**	**As at March 31,**				
	2013	**2013**	**2012**	**2011**	**2010**	**2009**
2.7) Long Term Loans & Advances :						
a) Capital Advances - Unsecured (Considered Good)	50.30	18.88	35.58	88.62	52.54	25.07
b) Security Deposit :						
Unsecured- Considered Good	19.50	13.76	8.44	12.36	9.89	6.37
c) Loans & Advances to Related Parties :						
Secured-Considered Good:						
Directors	0.28	0.61	0.37	0.43	-	-
Others	0.23					
Unsecured-Considered Good:						
Directors	0.09	0.13	0.22	0.39	-	-
Others	0.68	-	-	-	-	-
d) Other Loans and Advances						
(Advances Recoverable in Cash or						
in Kind or for value to be received):						
Secured-Considered Good:						
Employees	206.79	216.33	253.83	270.89	306.47	330.07
Unsecured-Considered Good:						
Employees	186.43	183.32	161.02	162.29	184.11	185.83
Others	0.19	0.10	0.35	0.09	2.14	3.43
Advance Income Tax	9418.08	6,549.49	5,797.16	4,774.54	3,684.53	4,381.13
Less :Provision for Taxation	(9,337.57)	(6,492.50)	(5,680.83)	(4,558.79)	(3,177.34)	(4,077.58)
Advance Fringe Benefit Tax	6.04	6.04	6.04	37.03	64.04	91.00
Less : Provision for Fringe Benefit Tax	(4.86)	(4.86)	(4.86)	(33.53)	(60.54)	(88.05)
Total	**546.18**	**491.30**	**577.32**	**754.32**	**1,065.84**	**857.27**
Short Term Loans & Advances :						
a) Loans & Advances to Related Parties :						
Secured-Considered Good:						
Directors	0.14	0.21	0.07	0.15	-	0.37
Others	0.07	-	-	-	-	-
Unsecured-Considered Good:						
Directors	0.08	0.09	0.19	0.33	-	1.06
Others	0.08	-	-	-	-	-
b) Security Deposit						
Unsecured- Considered Good	26.98	26.71	17.94	6.73	16.53	4.33
Unsecured-Considered Doubtful	0.42	0.42	0.35	0.39	0.39	0.39
Less: Provision for Doubtful Deposits	(0.42)	(0.42)	(0.35)	(0.39)	(0.39)	(0.39)
c) Other Loans and Advances :						
(Advances Recoverable in Cash or						
in Kind or for Value to be Received):						
Secured-Considered Good:						
Employees	27.20	32.77	33.23	38.25	41.66	42.95
Unsecured-Considered Good:						
Employees	101.88	77.64	69.98	118.10	122.19	416.45
Prepaid Expenses	9.67	15.99	19.06	12.96	17.12	21.47
Advances to Vendors/Contractors	420.76	400.24	1,241.74	1,873.12	841.22	728.88
Advance Income Tax	1.42	1.61	249.35	38.53	51.10	-
Advance Fringe Benefit Tax	2.34	2.34	2.34	-	-	-
Retention against Contracts	54.15	57.36	116.65	90.90	107.73	126.46
Claims Receivable	0.06	0.06	-	-	28.63	28.63

Others	57.83	35.12	109.18	44.12	50.98	36.30
Unsecured - Considered Doubtful :						
Employees	0.14	0.14	0.14	0.14	-	-
Advances to Vendors/Contractors	0.26	0.26	0.26	0.48	0.48	0.48
Claims Receivable	28.63	28.63	28.63	28.63	-	-
Retention against Contracts	3.80	3.80	-	0.04	-	-
Others					0.04	0.04
Less: Provision for Doubtful Loans & Advances	(32.82)	(32.82)	(29.02)	(0.65)	(0.52)	(0.52)
Total	**702.67**	**650.15**	**1,859.74**	**2,251.83**	**1,277.16**	**1,406.90**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED LIABILITIES AND PROVISIONS

Annexure XV
Rupees in Million

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
Non- Current Liabilities :						
A) Other Long Term Liabilities :						
Security Deposits & Retentions	20.81	25.38	33.70	33.89	16.69	13.35
Advances Received from Clients	12.01	13.00	18.25	13.25	8.00	-
Sub Total	**32.82**	**38.38**	**51.95**	**47.14**	**24.69**	**13.35**
B) Long Term Provisions :						
Employees' Post Retirement/ Long Term Benefits	236.98	230.68	215.34	175.54	65.84	58.59
Total	**269.80**	**269.06**	**267.29**	**222.68**	**90.53**	**71.94**
Current Liabilities :						
A) Trade Payables	**3725.16**	**3,470.54**	**5,881.10**	**3,081.84**	**1,839.83**	**1,524.99**
B) Other Current Liabilities :						
Security Deposits & Retentions	2632.89	2,509.72	2,381.66	1,481.41	1,384.92	1,025.73
Advances Received from Clients	642.97	319.52	184.15	188.54	50.43	447.77
Income Received in Advance	2490.50	3,865.61	3,758.83	8,689.53	7,947.02	6,524.52
Capital Creditors	196.28	179.38	68.79	1.69	2.84	22.67
Service Tax Payable	98.60	28.62	97.51	263.48	259.82	222.23
Unpaid Dividend*	7.16	9.48	6.05	7.08	510.41	3.03
Other Payables :						
- Withholding for Employees including Employers Contribution	98.96	95.05	94.85	108.12	65.17	1.09
- Withholding for Income Taxes	87.71	129.79	174.22	114.42	305.62	34.08
- Accrued Employees Benefits	483.82	381.48	657.84	901.48	990.71	1,500.27
- Amount held on behalf of Clients	782.72	97.88	121.01	556.35	560.70	1,526.67
- Others	9.03	16.91	14.94	11.63	8.49	16.02
Sub - Total	**7,530.64**	**7,633.44**	**7,559.85**	**12,323.73**	**12,086.13**	**11,324.08**
* Excluding amount due for payment to Investor Education And Protection Fund						
C) Short Term Provisions :						
Employees' Post Retirement/ Long Term Benefits	175.65	300.52	257.45	423.62	311.41	814.33
Contractual Obligations	2964.03	2,738.69	2,055.80	1,375.83	850.57	586.87
Provision for Taxation	1159.40	2,845.63	3,243.34	3,061.23	2,467.19	-
Less: Advance Income Tax	(917.60)	(2,642.05)	(2,769.95)	(2,724.64)	(2,122.40)	-
Proposed Dividend	-	1,010.81	1,347.75	1,347.74	-	786.19
Tax on Dividend	-	171.79	218.64	218.64	957.28	133.61
Sub - Total	**3,381.48**	**4,425.39**	**4,353.03**	**3,702.42**	**2,464.05**	**2,321.00**
Total	**14,637.28**	**15,529.37**	**17,793.98**	**19,107.99**	**16,390.01**	**15,170.07**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED RELATED PARTY TRANSACTIONS

Annexure XVI

Half year ended 30th September, 2013

S.N0.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3	JABAL EILIOT CO. LTD.	JOINT VENTURE COMPANY
4	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Dr. ARCHANA S MATHUR	DIRECTOR (GOVT. NOMINEE)
	Mr. R N CHOUBEY	DIRECTOR (GOVT. NOMINEE) – w.e.f. 10th April, 2013
	Ms. SUSHMA TAISHETE	DIRECTOR (GOVT. NOMINEE) – Upto 9th April, 2013
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL
	Ms. VEENA SWARUP	DIRECTOR (HR)
	Mr. AJAY N. DESHPANDE	DIRECTOR (TECHNICAL) - w.e.f. 1st April, 2013
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR – Upto 8th July, 2013
	Mr. BIJOY CHATTERJEE	DIRECTOR
	Dr. J.P.GUPTA	DIRECTOR
	Dr. R.K.SHEVGAONKAR	DIRECTOR
	Dr. CHRISTY FERNANDEZ	DIRECTOR – w.e.f. 26th September, 2013
	Mr. SUDERSHAN GUPTA	DIRECTOR (CEIL)
	Mr. M.P. JAIN	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)
	Mr. RAJAN KAPUR	COMPANY SECRETARY

2012-13

S.N0.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3	JABAL EILIOT CO. LTD.	JOINT VENTURE COMPANY
4	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)- upto 02/08/2012
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE) – upto 02/08/2012
	Dr. ARCHANA S MATHUR	DIRECTOR (GOVT. NOMINEE) – w.e.f 03/08/2012
	Ms. SUSHMA TAISHETE	DIRECTOR (GOVT. NOMINEE) – w.e.f 03/08/2012
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR) – upto 30/09/2012
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)- upto 30/06/2012
	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL)- w.e.f. 01/07/2012
	Ms. VEENA SWARUP	DIRECTOR (HR) – w.e.f. 01/10/2012
	Mr. A.K. PURWAR	DIRECTOR- upto 29/01/2013
	Mr. U.N. BOSE	DIRECTOR – upto 30/11/2012
	Dr. AVINASH CHANDRA	DIRECTOR- upto 29/01/2013
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR
	Mr. BIJOY CHATTERJEE	DIRECTOR- w.e.f. 04/07/2012
	Dr. J.P.GUPTA	DIRECTOR- w.e.f. 04/07/2012
	Dr. R.K.SHEVGAONKAR	DIRECTOR- w.e.f. 04/07/2012
	Mr. SUDERSHAN GUPTA	DIRECTOR (CEIL)

	Mr. C.B. SINGH	DIRECTOR (CEIL) (GOVT. NOMINEE) upto 30/04/2012
	Mr. AJAY DESHPANDE	DIRECTOR (CEIL) upto 13/03/2013
	Mr. M.P. JAIN	CEO, CEIL w.e.f. 21/12/2012
	Mr. MVK KUMAR	CEO, CEIL upto 20/12/2012
	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)

2011-12

S.N0.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY (Formally liquidated and registration cancelled on 4th April, 2011 and proceeds received during current year 2011-12)
4	JABAL EILIOT CO. LTD.	JOINT VENTURE COMPANY
5	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR)
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)
	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. A.K. PURWAR	DIRECTOR
	Mr. U.N. BOSE	DIRECTOR
	Mr. B N BANKAPUR	DIRECTOR UPTO 31/08/2011
	Dr. AVINASH CHANDRA	DIRECTOR
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR
	Mr. SUDERSHAN GUPTA	DIRECTOR (CEIL)
	Mr. C.B. SINGH	DIRECTOR (CEIL) (GOVT. NOMINEE)
	Mr. AJAY DESHPANDE	DIRECTOR (CEIL)
	Mr. MVK KUMAR	CEO, CEIL
	Dr. SAMAD BIN SOLBAI	DIRECTOR EILAP
	Mr. TAN HOR SENG	DIRECTOR EILAP
	Mr. G.K. GHULIANI	DIRECTOR, TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) UPTO 31/10/2011
	Mr. S.K.Tikku	DIRECTOR, TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) W.E.F. 01/11/2011

2010-11

S.N0.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
4	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE) upto 02.07.2010 & again appointed w.ef. 22.02.2011
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR) W.E.F. 30.04.2010
	Mr. R K SAXENA	DIRECTOR (COMMERCIAL) upto 31.05.2010
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)
	Mr. M.K. JOSHI	DIRECTOR(TECHNICAL) UPTO 31.07.2010

	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL) W.E.F. 15.11.2010
	Mr. R.K. GROVER	DIRECTOR (PROJECTS) upto 31.01.2011
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. A.K. PURWAR	DIRECTOR
	Mr. U.N. BOSE	DIRECTOR
	Mr. B N BANKAPUR	DIRECTOR
	Dr. AVINASH CHANDRA	DIRECTOR
	Mr. ADIT JAIN	DIRECTOR W.E.F. 09.07.2010
	Dr. (Prof.) KDP NIGAM	DIRECTOR W.E.F. 09.07.2010
	Mr. SUDERSHAN GUPTA	DIRECTOR (CEIL)
	Mr. MVK KUMAR	CEO, CEIL
	Mr. C.B. SINGH	DIRECTOR (CEIL) (GOVT. NOMINEE) W.E.F. 22.02.2011
	Mr. AJAY DESHPANDEY	DIRECTOR (CEIL) W.E.F. 04.02.2011
	Mr. SAMAD BIN SOLBAI	DIRECTOR EILAP
	Mr. TAN HOR SENG	DIRECTOR EILAP
	Mr. R.K. GARG	DIRECTOR, TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) UPTO 22.12.2010
	Mr. G.K. GHULIANI	DIRECTOR, TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE) W.E.F. 21.12.2010

2009-10

S.N0.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSON
2	TEIL PROJECTS LTD.	JOINT VENTURE COMPANY
3	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
4	DIRECTORS	KEY MANAGEMENT PERSONNEL
5	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR w.e.f 01.10.2009
6	Mr. MUKESH ROHATGI	CHAIRMAN &MANAGING DIRECTOR up to 30.09.2009
7	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
8	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
9	Mr. M.K. JOSHI	DIRECTOR (TECHNICAL)
10	Mr. D K. GUPTA	DIRECTOR (PERSONNEL) upto 31.1.2010
11	Mr. R K SAXENA	DIRECTOR (COMMERCIAL)
12	Mr. R K GROVER	DIRECTOR (PROJECTS)
13	Mr. RAM SINGH	DIRECTOR (FINANCE) w.e.f. 28.1.2010
14	Dr. AVINASH CHANDRA	DIRECTOR
15	Mr. A.K. PURWAR	DIRECTOR
16	Mr. U.N. BOSE	DIRECTOR
17	Mr. B N BANKAPUR	DIRECTOR
18	Mr. D. MOUDGIL	DIRECTOR, CEIL w.e.f. 01.5.2009
19	Mr. G.D. GOYAL	DIRECTOR, CEIL w.e.f. 01.5.2009
20	Mr. SUDERSHAN GUPTA	DIRECTOR, CEIL
21	Mr. MVK KUMAR	CEO, CEIL
22	Mr. DATO HAJI IBRAHIM BIN HAJI ISMAIL	DIRECTOR EILAP upto 08.12.2009
23	Mr. SAMAD BIN SOLBAI	DIRECTOR EILAP
24	Mr. TAN HOR SENG	DIRECTOR EILAP w.e.f. 09.12.2009
25	Mr. R.K. GARG	DIRECTOR, TEIL PROJECTS LTD., JOINT VENTURE COMPANY (EIL'S NOMINEE)

2008-09

S.No.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
1	PETROLEUM INDIA INTERNATIONAL	ASSOCIATION OF PERSONS
2	TEIL PROJECTS LIMITED	JOINT VENTURE COMPANY
3	TECNIMONT EIL EMIRATES-CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
4	DIRECTORS	KEY MANAGEMENT PERSONNEL

	I Mr. MUKESH ROHATGI	CHAIRMAN & MANAGING DIRECTOR
	(Holding additional charge of Director (Finance) w.e.f. 04.03.2009)	
	II Mr. L N GUPTA	DIRECTOR (GOVT. NOMINEE) W.E.F 25.06.2008
	III Mr. D.S. CHAKRABARTI	DIRECTOR UP TO 04-03-2009
	IV Mr. M.K. JOSHI	DIRECTOR
	V Mr.D K. GUPTA	DIRECTOR
	VI Mr. R K SAXENA	DIRECTOR
	VII Mr. R K GROVER	DIRECTOR
	VIII DR. AVINASH CHANDRA	DIRECTOR
	IX Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
	X Mr. A K PURWAR	DIRECTOR
	XI Mr. U.N. BOSE	DIRECTOR
	XII Mr. B N BANKAPUR	DIRECTOR
	XIII Mr. SUDERSHAN GUPTA	DIRECTOR CEIL
	XIV Mr. M V K KUMAR	CEO, CEIL
	XV Mr. DATO HAJI IBRAHIM BIN HAJI ISMAIL	DIRECTOR, EILAP
	XVI Mr. SAMAD BIN SOLBAI	DIRECTOR, EILAP
	XVII Mr. R.K.GARG	DIRECTOR, TEIL Projects Ltd, Joint Venture Company (EIL's Nominee)

(I) With Association of Person :

Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31, 2013	2012	2011	2010	2009
Dividend/Share of Profit	5.65	6.07	3.74	0.00	0.20	14.33
Outstanding Receivables	0.00	0.00	0.00	0.00	2.17	2.17

(II) With Joint Venture Company :

Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31, 2013	2012	2011	2010	2009
Outstanding Receivables	5.66	5.29	0.27	0.66	0.66	0.24
Rendering of Services	0.87	2.14	0.00	0.00	0.00	0.00
Deputation of Employees & Reimbursement of Expenses at cost	1.72	3.43	2.99	2.46	2.35	1.34
Services & facilities received	10.68	18.35	12.89	0.65	0.00	0.00
Outstanding Payable	0.47	6.26	0.19	0.00	0.00	0.00

(III) With Key Management Personnel :

Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31, 2013	2012	2011	2010	2009
Remuneration/Sitting Fees*	14.69	39.29	29.21	32.26	28.69	19.83
Rent paid for residential accomodation	0.61	2.19	2.54	2.55	0.51	1.09
Interest Income on loans given	0.01	0.01	0.02	0.04	0.05	0.05
Outstanding Loans, Interest & Other receivables	1.66	1.05	0.85	1.30	0.71	2.62

* 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.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED RESERVES AND SURPLUS

Annexure XVII
Rupees in Million

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
A. General Reserve						
Balance as per last Balance sheet	21,223.22	18,047.30	13,956.33	11,720.95	14,150.50	12134.98
Less: Utilized for Issue of Bonus Shares	-	-	-	(1,031.11)	-	-
Add: Transferred from Profit & Loss Account	2107.99	3175.92	4090.97	3266.49	3186.06	2015.52
Less: Transferred to Profit & Loss Account					(5,615.61)	
Sub Total	**23331.21**	**21223.22**	**18047.30**	**13956.33**	**11720.95**	**14150.50**
B. Profit & Loss Account						
Balance as per last Balance sheet	0.00	-				
Add: Transferred from General Reserve					5,615.61	
Add: Transferred from Statement of Profit & Loss	2208.61	5759.28	6440.54	5222.88	4537.53	3233.09
Add: Transferred from CSR Activity Reserve	27.40	57.07				
	2236.01	**5816.35**	**6440.54**	**5222.88**	**10153.14**	**3233.09**
Less: Appropriations :						
Interim Dividend	-	(1,010.81)	(673.87)	(336.94)	(5,952.54)	(252.70)
Proposed Final Dividend	-	(1,010.81)	(1,347.75)	(1,347.75)	-	(786.19)
Tax on Interim / Proposed Dividend	-	(335.76)	(327.95)	(271.70)	(1,014.54)	(178.68)
Transfer to CSR Activity Reserve	(128.02)	(283.05)	-	-	-	-
Transfer to General Reserve	(2,107.99)	(3,175.92)	(4,090.97)	(3,266.49)	(3,186.06)	(2,015.52)
	(2,236.01)	**(5,816.35)**	**(6,440.54)**	**(5,222.88)**	**(10,153.14)**	**(3,233.09)**
Sub Total	0.00	0.00	0.00	0.00	0.00	0.00
C. Securities Premium Account						
Balance as per last Balance sheet		-	-	92.01	92.01	92.01
Less:- Utilized for payment of Bonus		-	-	(92.01)	-	-
Sub Total		**-**	**-**	**-**	**92.01**	**92.01**
D. CSR Activity Reserve						
Balance as per last Balance sheet	225.98	-	-	-	-	-
Less: Transfer to Profit & Loss Account	(27.40)	(57.07)				
Add: Transferred from General Reserve	128.02	283.05	-	-	-	-
Sub Total	**326.60**	**225.98**	**-**	**-**	**-**	**-**
E. Capital Reserve						
Capital Grant Received from Oil Industry						
Development Board for R&D Centre	**20.00**	**20.00**	**20.00**	**20.00**	**20.00**	**20.00**
Capital Reserve due to Consolidation	**10.87**	**10.87**	**10.87**	**10.87**	**10.87**	**10.87**
Total	**23688.68**	**21480.07**	**18078.17**	**13987.20**	**11843.83**	**14273.38**

Note : - As per Approval under Section 205A(3) of the Companies Act, 1956, received from Government of India, Ministry of Corporate Affairs vide Approval No. 10/1/2010-CL-VI dated 05/03/2010, the Company during Financial Year 2009-10 transferred a sum of Rs. 5615.61 Million to Profit & Loss Account from General Reserves to declare and make payment of Special Interim Dividend @1000% (i.e. Rs 100/- per share having face value of Rs. 10 each) to its shareholders.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED CONTINGENT LIABILITIES

Annexure XVIII
Rupees in Million

Particulars	As at September 30,	As at March 31,				
	2013	2013	2012	2011	2010	2009
Commercial claims against the Company not acknowledged as Debt : pending in the Courts or lying with Arbitrators	474.05	353.25	209.24	20.52	707.57	17.23
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	746.22	668.68	631.88	388.43	558.96	28.84
Guarantees given on behalf of Subsidiary	100.00	100.00	0.00	0.00	0.00	0.00
Guarantees given on behalf of Joint Venture	20.00	0.00	0.00	0.00	0.00	0.00
Commitment under production sharing contract for E&P Blocks	636.60	554.03	254.64	0.00	0.00	0.00
Income Tax	105.14	106.13	132.09	276.41	29.05	33.23
Service Tax	32.34	32.34	30.25	57.96	57.64	7.04
Sales Tax	26.23	26.37	28.87	-	-	-
Total	**2140.58**	**1840.80**	**1286.97**	**743.32**	**1353.22**	**86.34**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Annexure XIX
Rupees in Million

Particulars	**Half Year Ended September 30, 2013**	**For the year ended March 31,**				
		31-Mar-13	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
Segment Revenue						
Consultancy & Engineering Projects	5724.01	12565.01	12274.46	11509.59	10701.60	8441.51
Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Total	**9197.25**	**25267.69**	**37189.59**	**28463.01**	**20086.26**	**15520.60**
Segment Profit						
Consultancy & Engineering Projects	2063.52	5167.07	5436.97	5018.72	4416.66	3293.71
Turnkey Projects	240.89	1104.77	2454.41	1971.83	1007.50	376.60
Total (a)	**2304.41**	**6271.84**	**7891.38**	**6990.55**	**5424.16**	**3670.31**
Interest	0.01	0.03	11.60	14.71	12.91	2.48
Other un -allocable expenditure	289.65	597.64	722.13	521.19	384.76	321.70
Total (b)	**289.66**	**597.67**	**733.73**	**535.90**	**397.67**	**324.18**
Other Income (c)	**1186.04**	**2466.75**	**2175.67**	**1409.30**	**1817.00**	**1542.21**
Profit Before Tax (a-b+c)	**3200.79**	**8140.92**	**9333.32**	**7863.95**	**6843.49**	**4888.34**
Capital Employed (*)	**25373.36**	**23164.75**	**19762.85**	**15671.88**	**12405.39**	**14834.94**

(*) 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 dislosure relating to segment assets and liabilities has been made.

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED EMPLOYEE BENEFITS EXPENSE

Annexure XX
Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,				
		31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Salaries and Allowances						
Staff	2354.95	4593.47	4431.00	4203.55	3791.26	2526.90
Directors	12.40	33.99	24.75	28.72	23.93	17.92
Contribution towards Employees						
Pension and Provident Fund &						
Administration Charges thereon:						
Staff	181.57	340.44	314.26	277.25	246.17	201.65
Directors	0.83	1.70	2.10	1.44	0.99	1.18
Contribution towards Employees						
Defined Contributory Superannuation						
Scheme:						
Staff	196.85	413.09	280.93	192.23	449.51	0.00
Directors	0.93	2.14	0.97	0.97	2.16	0.00
Staff Welfare						
Staff	210.99	438.10	406.84	489.27	312.90	448.19
Directors	0.25	0.83	0.95	0.59	1.32	0.49
Contribution to Gratuity Fund	6.20	18.49	17.13	46.30	84.17	706.72
Less: Contribution received from Others	-	(0.51)	(0.52)	(0.27)	(0.54)	(0.40)
Total	**2964.97**	**5841.74**	**5478.41**	**5240.05**	**4911.87**	**3902.65**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED FACILITIES

Annexure XXI
Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,				
		31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Rent :						
Office	26.44	49.30	42.85	37.29	27.69	20.84
Residential Accommodation :						
Staff	42.29	74.11	52.67	46.89	48.15	58.28
Directors	0.74	2.58	2.97	2.91	1.00	1.28
Less: Recovered - Staff	(6.32)	(10.87)	(9.29)	(7.41)	(9.28)	(9.34)
Directors	(0.12)	(0.38)	(0.43)	(0.37)	(0.48)	(0.19)
	36.59	**65.44**	**45.92**	**42.02**	**39.39**	**50.03**
Light ,Water & Power	58.04	92.90	70.25	69.27	68.84	59.57
Insurance	16.44	14.71	15.02	23.1	8.98	12.56
Misc. Repairs & Maintenance	116.81	232.70	300.64	170.27	151.52	128.45
Hire Charges of Office Equipments	1.64	5.28	6.09	6.09	5.26	4.79
Total	**255.96**	**460.33**	**480.77**	**348.04**	**301.68**	**276.24**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED CORPORATE COSTS

Annexure XXII
Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,				
		31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Bank Charges	6.57	13.66	24.46	25.53	20.86	19.14
Sitting Fees to Independent Directors	0.29	0.64	0.45	0.54	0.29	0.24
Interest	0.01	0.03	11.60	14.71	12.91	2.48
Advertisment for Tender & Recruitment	58.02	106.04	177.40	125.50	92.76	52.47
Publicity	14.21	21.60	5.87	59.23	3.65	4.36
Subscription	10.20	12.67	14.68	5.93	7.72	7.20
Entertainment	10.17	19.26	20.60	19.08	18.58	16.01
Foreign Exchange Difference (net)	99.26	0.00	63.92	0.00	0.00	39.11
Remuneration to Auditors:						
For Audit	0.00	0.87	0.66	0.66	0.57	0.59
For Tax Audit	0.00	0.18	0.13	0.12	0.11	0.11
Others	0.44	0.90	0.36	0.36	0.33	0.30
For Out of Pocket Expenses and Service Tax	0.16	0.19	0.32	0.18	0.16	0.06
Filing Fee	0.05	0.33	0.25	12.48	0.32	0.17
Legal & Professional Charges	19.43	36.68	30.37	44.61	39.97	54.37
Licences & Taxes	21.70	19.70	14.89	14.68	10.17	10.40
Loss on Sale of Assets	0.08	4.11	0.82	0.55	0.38	1.58
Fixed Assets Written off	0.00	2.97	0.19	2.47	0.72	0.32
Total	**240.59**	**239.83**	**366.97**	**326.63**	**209.50**	**208.91**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED OTHER COSTS

Annexure XXIII
Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,				
		31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Consumables/Stores	0.00	0.08	0.00	0.50	0.23	0.08
Travel & Conveyance :						
Directors	4.04	7.14	7.00	6.49	4.05	4.52
Others	331.36	685.82	612.25	563.27	486.65	443.94
Printing , Stationery & General Office Supplies	18.91	41.15	45.68	46.68	41.80	36.12
Newspapers and Periodicals	1.03	7.95	5.64	4.00	4.51	3.75
Postage & Telecommunications	22.90	56.70	55.82	49.82	49.90	45.13
Goodwill on Consolidation adjusted	0.00	0.00	0.00	0.59	0.00	0.00
Courier ,Transportation & Handling	2.12	8.08	10.20	16.42	9.90	10.50
Commission to Foreign Agents	10.71	16.73	13.16	15.30	9.49	23.55
Provision for Doubtful Debts& Advances	7.26	156.27	2.50	54.87	8.49	49.72
Preliminary Expenses Written off	0.00	0.58	0.06	0.00	0.00	1.08
Bad Debts written off	0.00	1.73	56.25	17.40	0.00	0.00
Provision for Contractual obligations	225.34	682.89	679.99	525.26	263.70	189.48
Provision foreseeable Losses written back	0.00	0.00	0.00	0.00	0.00	(3.06)
Provision for Diminution in value of Investment in Joint Ventures	0.00	-	-	0.98	0.00	0.00
Training Expenses :						
Travel	3.40	2.31	0.44	3.46	4.52	2.65
Others	12.45	26.86	24.32	15.68	14.17	18.60
Miscellaneous Expenses	34.72	82.09	122.56	28.69	12.66	7.12
Sub - Total	**674.24**	**1776.38**	**1635.87**	**1349.41**	**910.07**	**833.18**
Less: Expenditure relating to Capital Works	(20.52)	(28.17)	(19.15)	(4.82)	(0.14)	(0.06)
Total	**653.72**	**1748.21**	**1616.72**	**1344.59**	**909.93**	**833.12**

ENGINEERS INDIA LIMITED
STATEMENT OF CONSOLIDATED DEPRECIATION & AMORTIZATION EXPENSE

Annexure XXIV
Rupees in Million

Particulars	Half Year Ended September 30, 2013	For the year ended March 31,				
		31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Depreciation Expense	38.7	87.18	170.84	93.85	82.76	65.94
Amortization Expense	9.32	27.72	26.06	51.26	52.41	43.07
Total	**48.02**	**114.90**	**196.90**	**145.11**	**135.17**	**109.01**

INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS

Board of Directors
Engineers India Limited
EIB/ 1, Bhikaji Cama Place
New Delhi – 110 066

Dear Sirs,

1. We have examined the attached restated financial information of Engineers India Limited, as approved by the Board of Directors of the Company, prepared in terms of the requirements of Paragraph B, Part II of Schedule II of the Companies Act, 1956 ("the Act") and The Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 as amended ("SEBI-ICDR Regulation") and in terms of our engagement agreed upon with you in accordance with our engagement letter dated September 10, 2013 in connection with the proposed Further Public Offer of the Company.

2. These restated financial information have been extracted by the Management from the audited financial statements for the year ended March 31st 2009, 2010, 2011, 2012, 2013 and the half year ended on September 30, 2013 which have been approved by Board of directors/members of respective years and half year. Audit for the financial years ended March 31st 2009, 2010 and 2011 was conducted by previous auditors, M/s Jagdish Chand & Co. Chartered Accountants (Firm Reg No.-000129N) signed by their partners CA Jagdish Chand Gupta (Membrship No- 006107) for the financial years March 31st 2009, 2010 and CA Ravi Goel (Membrship No-078748) for the financial year ended on March 31st 2011 accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years, i.e., 2009, 2010 & 2011 are based solely on the report submitted by them. The Restated financial information has been made after incorporating:

   a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
   b) Adjustments for the material amounts in the respective financial years to which they relate.
   c) And there are no extra-ordinary items that need to be disclosed separately in the accounts and qualification requiring adjustments.

3. We have also examined the financial information of the Company for the period 2008-2009 to 2012-2013 and half year ended on September 30, 2013 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Company mentioned in Paragraph (1) above.

   The financial information for the above period was examined to the extent practicable, for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform our audit to obtain reasonable assurance, whether the financial information under examination is free of material misstatement.

   Based on the above, we report that in our opinion and according to the information and explanation given to us, we have found the same to be correct and the same have been accordingly used in the financial information appropriately.

4. In accordance with the requirements of Paragraph B of Part II of Schedule II of the Act, the SEBI-ICDR Regulation and terms of our engagement agreed with you, we further report that:

   (a) The Restated Summary Statement of Assets and Liabilities of the Company, as at March 31st 2009, 2010, 2011, 2012, 2013 and September 30th, 2013 examined by us, as set out in Annexure to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexures- I, IV).

   (b) The Restated Summary Statement of Profit or Loss of the Company for the year ended March 31st

2009, 2010, 2011, 2012, 2013 and half year ended September 30th, 2013 examined by us, as set out in Annexures to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexures- II, IV).

(c) The Restated Summary Statement of Cash Flows of the Company, for the year March 31st 2009, 2010, 2011, 2012, 2013 and half year ended September 30th, 2013 examined by us, as set out in Annexure to this report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes and Changes in Significant Accounting Policies (Refer Annexures- III, IV).

(d) Based on the above, according to the information and explanations given to us, and as per the reliance placed on the reports submitted by the previous auditors, M/s Jagdish Chand & Co., for the respective years, we are of opinion that the restated financial information has been made after incorporating:

(i) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
(ii) Adjustments for the material amounts in the respective financial years to which they relate.
(iii) And there are no extra-ordinary items that need to be disclosed separately in the accounts and qualification requiring adjustments.

(e) We have also examined the following other financial information setout in Annexures prepared by the management and approved by the Board of Directors relating to the Company for the year ended March 31st 2009, 2010, 2011, 2012, 2013 and half year ended September 30th, 2013. In respect of the years ended March 31st 2009, 2010 and 2011 these informations have been included based upon the reports submitted by previous auditors M/s Jagdish Chand & Co. and relied upon by us.

(i) Statement of Accounting Ratios - Annexure V.
(ii) Statement of Capitalization as at March 31st 2013- Annexure VI.
(iii) Statement of Tax Shelter - Annexure VII.
(iv) Statement of Dividend Declared - Annexure VIII.
(v) Statement of Changes in Share Capital - Annexure IX
(vi) Statement of Other Income - Annexure X.
(vii) Statement of Secured and Unsecured Loans - Annexure XI
(viii) Statement of Investments - Annexure XII.
(ix) Statement of Trade Receivable - Annexure XIII
(x) Statement of Loans and Advances Given - Annexure XIV
(xi) Statement of Liabilities and Provisions - Annexure XV
(xii) Statement of Related Party Transactions - Annexure XVI
(xiii) Statement of Reserves and Surplus - Annexure XVII
(xiv) Statement of Contingent Liabilities - Annexure XVIII
(xv) Statement of Segment wise Revenues, Results and Capital Employed - Annexure XIX
(xvi) Statement of Employees Benefit Expenses - Annexure XX.
(xvii) Statement of Facilities - Annexure XXI.
(xviii) Statement of Corporate Costs - Annexure XXII.
(xix) Statement of Other Costs - Annexure XXIII.
(xx) Statement of Depreciation and Amortization Expenses - Annexure XXIV.

In our opinion the financial information contained in Annexure V to XXIV of this report read along with the Significant Accounting Policies, Changes in Significant Accounting Policies and Notes (Refer Annexure IV) prepared after making adjustments and regrouping as considered appropriate have been prepared in accordance with Part IIB of Schedule II of the Act and the SEBI-ICDR Regulation.

5. We did not perform audit tests for the purpose of expressing an opinion on individual balances of summaries of selected transactions, and accordingly we express no such opinion thereon.

6. We have no responsibility of updated our report for events and circumstances occurring after the date of report.

7. Our report is intended solely for use of the management and for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. And our report should not be used for any other purpose except with our consent in writing.

For M.Verma & Associates
(Chartered Accountants)
Firm Regn No -501433C

Date : November 12, 2013
Place: New Delhi

Mohender Gandhi
Partner)
(M.No: 088396)

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

Annexure-I
(Rs. In Million)

		AS AT					
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a) Share Capital	1684.68	1684.68	1684.68	1684.68	561.56	561.56
	(b) Reserves and Surplus	23102.88	20902.86	17531.10	13509.15	11446.64	13922.40
	Sub-total- Shareholders' funds	**24787.56**	**22587.54**	**19215.78**	**15193.83**	**12008.20**	**14483.96**
2	**Non-Current Liabilities**						
	(a) Other Long Term Liabilities	32.79	38.08	51.31	46.72	24.63	13.31
	(b) Long Term Provisions	213.89	209.92	200.21	163.47	57.74	53.29
	Sub-total- Non-current liabilities	**246.68**	**248.00**	**251.52**	**210.19**	**82.37**	**66.60**
3	**Current Liabilities**						
	(a) Trade Payables	3714.47	3463.90	5872.34	3071.95	1836.28	1517.58
	(b) Other Current Liabilities	7512.82	7618.00	7542.71	12304.40	12056.74	11293.38
	(c) Short Term Provisions	3375.17	4419.08	4348.29	3694.19	2461.64	2316.10
	Sub-total- Current liabilities	**14602.46**	**15500.98**	**17763.34**	**19070.54**	**16354.66**	**15127.06**
	TOTAL- EQUITY AND LIABILITIES	**39636.70**	**38336.52**	**37230.64**	**34474.56**	**28445.23**	**29677.62**
B	**ASSETS**						
1	**Non-current assets**						
	(a) Fixed Assets						
	Tangible Assets	465.65	471.64	514.81	573.89	548.05	500.07
	Intangible Assets	24.15	29.22	16.18	26.85	48.29	47.65
	Capital Work in Progress	1695.21	1355.17	515.95	130.79	65.92	60.15
	(b) Non-Current Investments	187.03	1081.38	764.70	116.74	145.59	136.96
	(c) Deferred Tax Assets (Net)	2407.21	2240.87	1768.02	1413.11	1050.73	885.57
	(d) Long Term Loans and Advances	514.97	468.22	562.59	743.42	1060.61	855.22
	(e) Other Non Current Assets:	4.33	3.75	2.59	362.36	2.28	754.56
	Sub-total- Non-current assets	**5298.55**	**5650.25**	**4144.84**	**3367.16**	**2921.47**	**3240.18**
2	**Current Assets**						
	(a) Current Investments	6835.25	5450.00	5585.04	5007.41	861.66	1400.00
	(b) Inventories	7.68	8.21	8.17	8.75	9.73	8.47
	(c) Trade Receivables	3449.85	3338.05	3238.29	3206.58	3209.27	3069.44
	(d) Cash and Bank Balances	18214.82	18480.20	16431.42	17284.63	17637.41	18189.05
	(e) Short Term Loans and Advances	684.13	633.52	1850.94	2247.36	1274.01	1404.45
	(f) Other Current Assets	5146.42	4776.29	5971.94	3352.67	2531.68	2366.03
	Sub-total- Current assets	**34338.15**	**32686.27**	**33085.80**	**31107.40**	**25523.76**	**26437.44**
	TOTAL -ASSETS	**39636.70**	**38336.52**	**37230.64**	**34474.56**	**28445.23**	**29677.62**

Notes:

- There are no Revaluation Reserves and as such no adjustment is required.
- The summary statement of assets and liabilities as restated is prepared in terms of requirements of revised Schedule VI of the Companies Act, 1956.
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- The accompanying accounting policies and notes are an integral part of these statements.
- The Reserves & Surplus include Rs. 20 Millions received earlier to FY 2008-09 as Capital Grant from Oil and Industry Development Board for R&D Centre.

ENGINEERS INDIA LIMITED
SUMMARY STATEMENT OF PROFITS & LOSSES, AS RESTATED

Annexure-II
(Rs. In Million)

	Half year ended	For the Year Ended				
Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
REVENUE						
- Consultancy & engineering services	5610.44	12334.29	12030.31	11260.52	10499.70	8237.47
- Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Other Income	1186.23	2464.81	2175.04	1416.42	1824.01	1545.93
Total Revenue	**10269.91**	**27501.78**	**39120.48**	**29630.36**	**21708.37**	**16862.49**
EXPENSES						
Technical Assistance/Sub-Contracts	1590.96	5026.19	6719.69	6466.61	3014.63	1868.90
Construction Materials & Equipments	1406.27	6137.20	15165.29	8118.90	5560.99	4962.41
Employee Benefits Expense	2923.58	5765.59	5416.89	5181.52	4868.73	3869.01
Depreciation & Amortization Expense	46.89	112.42	194.47	142.95	133.19	107.16
Other Expenses:						
Facilities	249.95	450.01	473.17	342.37	296.96	272.28
Corporate Costs	244.81	234.50	374.07	324.51	207.44	209.20
Other costs	630.61	1710.13	1566.67	1325.67	881.66	804.09
Total Expenses	**7093.07**	**19436.04**	**29910.25**	**21902.53**	**14963.60**	**12093.05**
Profit For The Year	3176.84	8065.74	9210.23	7727.83	6744.77	4769.44
Provision for Taxation						
Current Year						
Current Tax	1143.16	2816.08	3199.30	2953.53	2423.63	1738.46
Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00	28.67
Deferred Tax	(166.34)	(472.85)	(354.92)	(362.38)	(165.15)	(164.83)
Total Provision For Taxation	**976.82**	**2343.23**	**2844.38**	**2591.15**	**2258.48**	**1602.30**
Profit After Tax	**2200.02**	**5722.51**	**6365.85**	**5136.68**	**4486.29**	**3167.14**

Notes:

- The accompanying accounting policies and notes are an integral part of these statements.
- The summary statement of profits and losses as restated is prepared in terms of requirements of revised Schedule VI of the Companies Act, 1956.
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- There are no Extraordinary items.
- The reconciliation between the audited and restated accumulated general reserve balance as at April 01, 2008 is given in Note No." D" of Annexure IV

ENGINEERS INDIA LIMITED
STATEMENT OF CASH FLOWS, AS RESTATED

Annexure-III
(Rupees in Million)

		HALF YEAR ENDED	YEAR ENDED				
	Particulars	**30-Sep-13**	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Net profit Before Tax	**3176.84**	**8,065.74**	**9,210.23**	**7,727.83**	**6,744.77**	**4,769.44**
i)	**Adjustment For :**						
	Depreciation & Amortization	46.89	112.42	194.47	142.95	133.19	107.16
	Fixed Assets Written Off	-	2.97	0.19	2.47	0.72	0.32
	Provision for Diminution in value of Investment in Joint ventures	-	14.39	10.68	29.61	-	-
	Deferred Revenue Expenditure (VRS)	-	-	-	-	1.87	2.13
	(Profit)/Loss On Sale of Fixed Assets	0.05	3.99	(0.26)	0.40	0.16	1.36
ii)	**Other Income**						
	Interest Income	(937.11)	(1,832.46)	(1,646.13)	(1,242.56)	(1,507.86)	(1,453.18)
	Share of Profit On Trade Investment	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
	Capital Gain on Redemption of Investment in Mutual Funds	(175.99)	(447.87)	(407.00)	(6.81)	(169.82)	-
	Dividend Income	(29.23)	(87.43)	(71.25)	(47.27)	(57.83)	(44.19)
	Operating Profit before Working Capital Changes	**2,075.80**	**5,825.68**	**7,287.19**	**6,606.62**	**5,145.00**	**3,368.71**
	Adjustment For :						
	(Increase)/Decrease in Trade Receivables	(111.80)	(99.77)	(31.70)	2.23	(139.83)	(1,157.69)
	(Increase)/Decrease in Inventories	0.53	(0.04)	0.58	0.98	(1.25)	(0.08)
	(Increase)/Decrease in Loans & Advances & other Assets	(1,046.92)	2,746.04	(3,542.79)	435.35	577.51	(2,017.26)
	(Increase)/Decrease in Work-In Progress	280.84	(537.78)	1,996.28	(1,706.49)	(96.95)	(14.32)
	Increase/ (Decrease) in Liabilities /Provisions	226.65	(1,722.20)	(1,472.19)	2,247.50	881.06	6,343.26
	Cash Generated From Operations	**1,425.10**	**6,211.93**	**4,237.37**	**7,586.19**	**6,365.54**	**6,522.62**
	Less:Tax Paid	**1123.52**	2,771.36	3,166.98	2,655.30	2,331.92	2,111.27
	Net Cash Flow From Operating Activities - A	**301.58**	**3,440.57**	**1,070.39**	**4,930.89**	**4,033.62**	**4,411.35**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Payments Towards Capital Expenditure	(390.64)	(798.13)	(396.48)	(253.39)	(236.73)	(218.19)
	Sale of Fixed Assets	0.18	1.04	2.68	1.23	0.85	1.85
	Interest Received	600.79	1,815.49	1,645.05	1,270.88	1,525.85	1,536.22
	Dividend Received	29.24	87.43	71.25	47.27	57.83	44.19
	Share of Profit On Trade Investment	-	-	-	1.84	1.85	3.26
	Redemption of UTI 64 Bonds	-	-	-	-	-	1,261.94
	Redemption of Investment in Fixed Maturity plans of Mutual Funds	1750.99	5,442.87	4,707.00	276.81	1,569.82	300.00

	Purchase of Investment in Fixed Maturity plans of Mutual Funds	(1,930.00)	(5,275.00)	(5,370.00)	(5,170.00)	(100.00)	(1,700.00)
	Investment in liquid plans of Mutual Funds (Net)	(130.25)	90.04	(90.04)	761.66	(761.66)	100.02
	Fixed Deposit placed with Banks having original maturity of more than three months	(3,675.62)	(19,418.06)	(22,577.08)	(26,226.15)	(15,289.99)	(17,120.78)
	Fixed Deposit with Banks matured having original maturity of more than three months	4899.71	17,371.11	22,767.83	25,880.51	16,369.77	12,025.36
	Investment in Joint Ventures	-	-	(79.90)	(10.00)	(10.30)	(19.76)
	Divestment in Joint Venture	-	-	7.41	-	-	-
	NET CASH FLOW FROM INVESTING ACTIVITIES -B	**1,154.40**	**(683.21)**	**687.72**	**(3,419.34)**	**3,127.29**	**(3,785.89)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Dividend payment (including dividend tax)	(1,179.20)	(1,563.14)	(1,563.14)	-	(916.82)	(457.77)
	Interim dividend payment (including dividend tax)	-	(1,171.54)	(780.76)	(1,342.29)	(6,007.69)	(295.65)
	Net cash flow from financing activities - C	**(1,179.20)**	**(2,734.68)**	**(2,343.90)**	**(1,342.29)**	**(6,924.51)**	**(753.42)**
	Increase/ (decrease) in cash & cash equivalents (A+B+C)	**276.78**	**22.68**	**(585.79)**	**169.26**	**236.40**	**(127.96)**
	Cash & cash equivalents at the beginning of the year	128.27	105.59	691.38	522.12	285.72	413.68
	Cash & cash equivalents at the close of the year	405.05	128.27	105.59	691.38	522.12	285.72
	Increase/ (decrease) in cash and cash equivalents	**276.78**	**22.68**	**(585.79)**	**169.26**	**236.40**	**(127.96)**

Notes:

- The cash flow statement has been prepared under the indirect method as set out in Accounting Standard-3 "Cash Flow Statements"
- The previous year's figures have been regrouped/ rearranged/ recasted wherever necessary.
- The accompanying accounting policies and notes are an integral part of these statements.

ENGINEERS INDIA LIMTED

(Annexure – IV)

Significant Accounting Policies and Notes to Accounts, as Restated:

A. 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, 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, 1956 and Companies Act, 2013 to the extent applicable.

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:

c) 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.

d) The terms have been agreed to at lumpsum services / turnkey contracts and physical progress is less than 25%.

(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

iii) Cash comprises cash on hand and demand deposits i.e. balances held with banks in current accounts for unrestrictive use;

iv) 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

d) 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.

e) 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.

f) 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

e) <u>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 the minimum rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher.</u>

f) 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.

g) The cost of capitalized software is amortized over a period of three years from the date of its acquisition. However, software individually costing upto Rs 0.50 millions is fully amortized during the year of its acquisition.

h) 100% depreciation is provided on library books in the year of purchase since individual books are low value items.

i) Assets individually costing less than Rs.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.

c) 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.

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) 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

g) 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.

h) 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.

i) Contributions with respect to Provident Fund, a defined contribution plan, are made to the trust set-up by the Company for the purpose.

j) 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.

k) Liability in respect of other long term/terminal employee benefits, being defined benefit plans, is recognized on the basis of actuarial valuation.

l) Voluntary retirement expenses are charged to Profit & Loss Account in the year of its incurrence.

1.14 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.

1.15 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.

1.16 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.

1.17 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

D) The Company follows 'Successful Efforts Method' in accounting for Oil & Gas exploration and production activities as detailed below:

(iii) Survey costs are charged as expense in the year of its incurrence.

(iv) 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.

E) The Company's share of proved oil and gas reserves are disclosed when notified by the operator of the relevant block.

F) The Company's proportionate share in the assets, liabilities, income and expenditure of jointly controlled assets are accounted for as per the participating interest.

B. Major Changes in Accounting policies during the years ended March 31, 2009 to March 31, 2013 and Half Year ended 30th September, 2013:

There were no changes in accounting policies during the period starting from 01/04/2008 to 30/09/2013 which had impact on profit or loss and as such there were no restatement of profit or losses on above account.

(C) Summary of results of restatement made in the audited accounts for the year 2009 to year 2013 and half year ended 30-Sep-13 and its impact on the profits of the company

Rupees in Million

Particulars	HALF YEAR ENDED	FOR THE YEAR ENDED				
	30-Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Profit After Tax as per Audited Accounts	**2412.10**	**6285.76**	**6363.15**	**5225.19**	**4355.75**	**3445.33**
Adjustment on account of:						
Material Adjustments {Refer Annexure-IV E(1)}						
Other Income	(322.25)	(699.41)	(146.74)	(187.25)	(12.70)	(669.32)
Contractual Obligations	0.00	7.73	16.24	81.25	212.06	280.30
Sub-Contract Cost	0.00	-	-	-	(12.16)	21.96
Miscellaneous expenses	0.00	-	153.63	-	-	-
Provision for doubtful debts	(39.05)	(168.31)	63.07	(49.60)	3.05	(60.51)
Income Tax	0.00	28.48	3.37	32.22	4.27	217.49
Deferred Tax	122.8	249.89	(31.33)	23.98	(65.08)	(51.71)
Total	**(238.50)**	**(581.62)**	**58.24**	**(99.40)**	**129.44**	**(261.79)**
Prior Period Adjustment {Refer Annexure -IV E(2)}						
Net Sales/Income from Operations	-	(22.70)	(42.80)	(18.90)	(53.61)	(8.07)

Facilities	-	-	-	(0.17)	-	-
Corporate Cost	-	-	-	(0.11)	-	(0.05)
Depreciation	-	(3.72)	0.02	0.02	(4.14)	0.94
Total	**-**	**(26.42)**	**(42.78)**	**(19.16)**	**(57.75)**	**(7.18)**
Prior Period Adjustment (Net)	**26.42**	**42.78**	**19.16**	**57.75**	**7.99**	**0.01**
Prior Period Tax Adjustment	**-**	**0.14**	**(31.87)**	**(33.45)**	**48.70**	**(5.99)**
Prior Period Deferred Tax Adjustment	**-**	**1.87**	**0.04**	**-**	**(18.81)**	**(10.10)**
Income Tax Reallocated	**-**	**-**	**(0.07)**	**8.51**	**20.10**	**(11.95)**
Deferred Tax Reallocated	**-**	**-**	**(0.02)**	**(2.76)**	**0.87**	**18.81**
Total Impact of Adjustments	**(212.08)**	**(563.25)**	**2.70**	**(88.51)**	**130.54**	**(278.19)**
Adjusted Profit After Tax	**2200.02**	**5722.51**	**6365.85**	**5136.68**	**4486.29**	**3167.14**

D) General Reserve Account as at April 01, 2008 (Restated)

Amount in Rs. Million

Particulars	
General Reserve as at April 1, 2008 (Audited)	**10,846.93**
Adjustment on account of:	
Material Adjustments {Refer Annexure-IV E(1)}	
Other Income	2,037.67
Contractual Obligations	(597.58)
Sub-Contract Cost	(9.80)
Miscellaneous expenses	(153.63)
Provision for doubtful debts	251.35
Income Tax	(285.83)
Deferred Tax	(248.55)
Total	**993.63**
Prior Period Adjustment {Refer Annexure -IV E(2)}	
Net Sales/Income from Operations	146.08
Facilities	0.17
Corporate Cost	0.16
Depreciation	6.88
Total	**153.29**
Prior Period Adjustment (Net)	**(154.11)**
Prior Period Tax Adjustment	**22.47**
Prior Period Deferred Tax Adjustment	**27.00**
Income Tax Reallocated	**(16.59)**
Deferred Tax Rellocated	**(16.90)**
Total Impact of Adjustments	**1,008.79**
General Reserve as at April 1, 2008 (Restated)	**11,855.72**

E. Notes on Adjustments Carried out:

3. Material Adjustments

(a) Unspent provisions written back

In the financial statements for the half year ended September 30, 2013 and year ended March 31, 2013, 2012, 2011, 2010, 2009 certain provisions created in earlier years were written back. For the purpose of restatement of financial statements the said provisions including tax/deferred tax impact thereof, wherever required have been appropriately adjusted in the respective years in which these provisions were originally created.

(b) Provision for Doubtful debts / advances

In the financial statements for the half year ended September 30, 2013 and year ended March 31, 2013, 2012, 2011, 2010, 2009 certain provisions for doubtful debts/advances created during earlier years are written back, due to recovery of amount from debtors. For the purpose of restatement of financials statements these amounts including tax impacts thereof have been adjusted in the years when such provisions were originally created.

4. Prior Period Items

Certain items of Income/Expenditure/Income Tax/Deferred Tax have been identified as prior period items, which have been shown as adjusted in respective years to which these Income/Expenditure/Income Tax/Deferred Tax pertain. Accordingly, Income/Expenditure/Income Tax/ Deferred Tax relating to earlier years in Profit & Loss account has been reallocated to respective years.

F. Auditors Comments/ Qualifications and Treatment in Restated Financials:

S. No.	Period	Auditor's Comments/Qualifications	Impact on restated results
1	Financial year ended 31-03-2009	No Comment/Qualification	Not Applicable
2	Financial year ended 31-03-2010	No Comment/Qualification	Not Applicable
3	Financial year ended 31-03-2011	No Comment/Qualification	Not Applicable
4	Financial year ended 31-03-2012	No Comment/Qualification	Not Applicable
5	Financial year ended 31-03-2013	No Comment/Qualification	Not Applicable
6	Half year ended 30-09-2013	No Comment/Qualification	Not Applicable

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G. Other Significant Notes on Accounts for the half year ended 30th September, 2013:

1. The profit & loss account includes Research & Development expenditure of Rs.75.34 Millions during the half year ended 30th September, 2013 (Previous year : Rs.160.73 Millions).

2. Land & Buildings includes Rs. 0.01 Millions (Previous year Rs. 0.01 Millions) being amount invested as share money in Cooperative Housing Societies as detailed below:

   Twintowers Premises Cooperative Society Ltd., Mumbai

   10 ordinary shares of Rs. 50/- each fully paid.

   Gardenview Premises Cooperative Society Ltd., Mumbai

   10 ordinary shares of Rs. 50/- each fully paid.

   Heera Panna Towers Cooperative Housing Society Ltd., Vadodara

   10 ordinary shares of Rs. 50/- each fully paid.

   Suflam Cooperative Housing Society Ltd., Ahmedabad

   8 ordinary shares of Rs. 250/- each fully paid.

   Darshan Co-operative Society Ltd., Vadodara

   80 ordinary shares of Rs. 50/- each fully paid

3. The title deed in respect of following buildings is pending execution in the favor of the Company since previous years. The amount of registration charges, if any, shall be deposited in due course.

Particulars	Cost as on 30th September, 2013 (Rs. in Millions)
Leasehold Building –CBD Belapur, Mumbai comprises of one office premises	10.17

4. i) Following depreciation rates are charged in terms of the Accounting Policy defined in Note No.1.6.

Sl. No.	Particulars	Rates (%age)	Sl. No.	Particulars	Rates (%age)
1.	**Land Freehold**	Nil	**4.**	**Plant & Machinery**	
2.	**Land Leasehold**	Over a lease period except for perpetual lease Nil %age		Plant & Machinery	8.0
3.	**Building**			Storage Tank	6.0
	Office Building	2.4	**5.**	**Furniture & Fixtures, Office & Construction Equipment**	
	R&D Centre, Gurgaon	4.0		Furniture & Fixtures	9.6
	Window/Split AC	15.84		Chairs	16.0
	AC Central Plant	6.5		Office Equipment	16.0
	Lifts	6.5		Construction Equipment	12.0
	Electric Power Sub Station	8.0			
	Invertors	19.2			

	Tubewell & Pumps		9.5	**6.**	**Computer Software/Hardware**	
	Fire Alarm System		5.15		PC/Laptop/Printer	24.32
	Fire Fighting System		9.5		Server, LAN & Networking Components	19.45
	Chilling Plant		9.6		Projector, Video Conference Equipments	19.20
					Software	33.33*
				7.	**Motor Vehicles**	13.75
				8.	**Library Books**	100

* Software individually costing up to Rs. 0.50 Millions is fully amortized during the year of its acquisition.

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 :

Rs. in Millions

S.No.	Particulars	As on 30th September, 2013	As on 31st March, 2013
1)	Capital expenditure incurred / Capital Assets acquired, but not yet ready for use at balance sheet date *	1695.21	1355.17
	Total	**1695.21**	**1355.17**

***** Includes Capital Expenditure of Rs. 0.05 Millions (Previous year Rs. 0.05 Millions) relating to ongoing Oil & Gas Exploration Activities.

5. There is no impairment of cash generating assets during the half year ended 30th September, 2013 in terms of Accounting Standard (AS-28) "Impairment of Assets".

6. Information regarding imports, foreign exchange earnings and expenditures etc. (excluding exchange difference on conversion of foreign currency).

(Rs. **in Millions)**

		Half year ended 30th September, 2013	Year ended 31st March, 2013
a)	Expenditure (disbursement basis) in foreign Currency on account of :		
	(i) Know how and professional fees including sub contracts (others)	22.91	32.42
	(ii) Sub-Contractor/Construction Material turnkey projects	183.14	2876.92
	(iii) Others (foreign travel, living allowance membership fees, agency commission, foreign office expenses)	138.49	262.67
b)	(i) Earnings (accrual basis) in foreign exchange on account of professional fees including Rs.20.21 Millions (Previous Year : Rs.35.26 Millions) earned in local foreign currencies, which are not repatriable to India against which, an expenditure of Rs. 12.82 Millions (Previous Year : Rs. 28.99 Millions) incurred in local foreign currencies.	654.46	1567.98
	(ii) Interest earned in foreign exchange	0.07	0.13

7. (a) Amount payable in Foreign Currency (Unhedged) on account of the following:

Amount in Millions

Liabilities & Provisions			
As on 30th September , 2013		As on 31st March, 2013	
Rs.	Foreign Currency	Rs.	Foreign Currency

33.05	AED 1.88	28.17	AED 1.85
904.31	USD 14.30	788.94	USD 14.40
0.23	KWD 0.00	0.20	KWD 0.00
580.07	EURO 6.77	103.43	EURO 1.47
45.25	GBP 0.44	36.67	GBP 0.44
0.00	SWK0.00	12.87	SWK 1.52
145.28	JPY 224.20	131.21	JPY 224.40
0.01	OR 0.00	0.01	OR 0.00
0.49	BD 0.00	0.12	BD 0.00
2.12	AD 2.71	1.93	AD 2.71
0.81	TAKA 1.00	0.00	TAKA 0.00

(b) Amount receivable in Foreign Currency (Unhedged) on account of the following:

Amount in Millions

Assets, Loans & Advances			
As on 30th September, 2013		**As on 31st March, 2013**	
Rs.	**Foreign Currency**	**Rs.**	**Foreign Currency**
82.16	AED 4.93	99.06	AED 6.88
55.09	USD 0.88	89.18	USD 1.65
3.80	KWD 0.02	18.85	KWD 0.10
102.67	EURO 1.22	91.01	EURO 1.33
0.02	BOLIVAR 0.00	0.03	BOLIVAR 0.00
2.78	GBP 0.03	0.36	GBP 0.00
0.02	LD 0.00	0.02	LD 0.00
16.22	AD 20.79	14.65	AD 20.63
0.95	YUAN 0.09	0.47	YUAN 0.05
3.10	BD 0.02	0.00	BD 0.00
0.88	TAKA 1.09	0.00	TAKA 0.00

8. 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.

9. (i) In terms of provision of Accounting Standard (AS –7) "Construction Contracts", the information in respect of Lumpsum services/ Trunkey Projects for contract in progress as on 30th September, 2013:

d. The aggregate amount of Cost incurred and recognized Profit up to 30th September, 2013 Rs. 98144.06 millions (Previous year: Rs. 94909.34 Millions).

e. The amount of advances received Rs. 621.25 millions (Previous year : Rs. 310.04 Millions).

f. The amount of retention Rs. 57.36 Millions (Previous Year : Rs. 57.36 Millions)

(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.

10. In terms of Accounting Standard 27, "Financial Reporting of Interest in Joint Ventures of the Company", a brief description of joint ventures of the Company 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 Rs. 150 Millions & Issued, Subscribed & Paid-up capital of Rs. 100 millions.

Of the issued, subscribed and paid-up capital, 4,999,997 shares of Rs. 10/- each fully paid-up amounting to Rs.50.00 millions (Rs. 50.00 Millions) are held by the Company, being 50% of paid-up capital of joint venture company.

Till 31st March, 2013, the joint venture company had accumulated losses to the tune of Rs. 87.07 Millions and the company had provided a diminution in value of investment to the tune of Rs. 43.53 Millions for its share of loss in the financial statements till March 31, 2013. Further diminution/appreciation in investment as on 30th September, 2013 has not been ascertained and shall be reviewed at the year end and accordingly adjustment will be made in the year end financial statements.

b) Jabal Eiliot 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 Eiliot 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. 15 Millions, out of which one third i.e. 5 Millions SR. (Equivalent Indian Rs. 59.90 Millions) was contributed by the company as its share.

Till 31st December, 2012, the Joint Venture Company had incurred losses to the tune of SR 2.12 Millions of which the, the Company's share is SR 0.71 Millions (equivalent Indian Rs. 8.48 Millions). The Company had provided Rs. 8.48 Millions, its share of loss, as diminution in value of its investment in its financial statements for the year ended 31st March, 2013. Further diminution/appreciation in investment as on 30th September, 2013 has not been ascertained and shall be reviewed at the year end and accordingly adjustment will be made in the year end financial statements.

Company's share in Assets and Liabilities and Income and Expenditure related to its interest in TEIL Projects Limited (based on their audited financial statements for the half year ended 30th September, 2013) and Jabal Eiliot Co. Ltd ((based on their audited financial statements for the half year ended 30th June, 2013) are as under:

(Rs. in Millions)

Particulars	**Half year ended 30th September, 2013**	**Year ended 31st March, 2013**
Assets	73.07	75.77
Liabilities	8.14	8.54
Income	5.22	16.72
Expenditure	12.80	31.75

11. 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 available information, revenue expenditure of Rs. 1.94 Millions (Previous year Rs 3.06 Millions) and capital expenditure of Rs. Nil (Previous year Rs. 0.05 Millions), being the company's share has been accounted for in the financial statements of the half year ended 30th September, 2013.

12. The disclosures required under Accounting Standard (AS-15) "Employee Benefits" are given below:

Defined Contribution Plan

The amount recognized as an expense in defined contribution plan is as under:

Rs. In Millions

Particulars	Expense recognized during half year ended 30th September, 2013	Expense recognized in Year ended 31st March, 2013
Contributory Provident Fund & Employees Pension Scheme, 1995	179.85	337.51
Employees Defined Contributory Superannuation Scheme	197.77	415.23

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)

The expenses in respect of defined benefit plans as given below has been provided for in the statement of profit and loss for the half year ended 30th September, 2013, using actuarial valuation as on 31st March 2013 adjusted for expected return on funded plans, amounts withdrawn from theses funds arising due to settlement of employees liability on account of separation or otherwise till 30th September, 2013.

Defined Benefit Plan	Amount provided for in statement of profit and loss (Rs. in Million)
Gratuity (Funded)*	5.38
Leave Encashment (Funded)	117.00
Post Retirement Medical Benefits (Funded)	64.30
Long Service Awards (Unfunded)	3.90
Other Benefits on Retirement (Unfunded)	0.30

* Includes term insurance premium paid to LIC of India

13. 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:

(Rs. in Millions)

Sl. No	Particulars of Deferred Tax Assets/ (Liability)	Upto 31st March, 2013	For the half year Ended 30th September, 2013	As on 30th September 2013
A.	**Deferred Tax Asset**			
1.	Provision For leave Encashment	775.20	26.82	802.02
2	Provision for Contractual Obligations	919.77	76.60	996.37
3.	Provision for Doubtful Debts	169.25	2.42	171.67
4.	Provision for Post Retirement Medical	314.93	22.36	337.29
5.	Provision for Other Benefits on retirement	5.20	0.10	5.30
6.	Provision for Long Service Awards	71.10	1.33	72.43
7.	Voluntary Retirement Scheme	0.56	(0.14)	0.42
8.	Carry forward of unabsorbed long term Capital Loss on Investment in Fixed Maturity Plans of Mutual Funds	10.21	30.15	40.36
9.	Provision for Loss in Joint Ventures	11.79	0.00	11.79
	Total Deferred Tax Asset	**2278.01**	**159.64**	**2437.65**
B.	**Deferred Tax Liability:**			
1.	Depreciation	37.14	(6.70)	30.44

	Total Deferred Tax Liability	**37.14**	**(6.70)**	**30.44**
C.	**Net Deferred Tax Asset / (Liability)**	**2240.87**	**166.34**	**2407.21**

14. 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.	**Half Year ended 30th September, 2013**	**Year ended 31st March, 2013**
A	Net Profit for the year attributable to Equity Shareholders (Rs. in Millions)	2200.02	5722.51
B	Weighted average number of Equity shares	336936600	336936600
C	Basic & Diluted Earning per share (A)/(B)	Rs. 6.53	Rs. 16.98
D	Nominal value per share	Rs. 5	Rs. 5

15. The Board of Directors at their meeting held on 28th May, 2013 had proposed a final dividend of ₹ 3/- per share for financial year ended 31st March, 2013 which has since been paid as approved by the shareholders of the company in the Annual General meeting held on 23rd August, 2013.

16. The balances appearing under heads Trade receivables, Loans & Advances, Customer's advances, Security deposits receivable/payable and Trade Payables are subject to confirmation.

17. 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:

(Rs. **in Millions)**

S.No.	Particulars	Class of Provision	
		Contractual Obligations	
		Half year ended 30th 30th September, 2013	**Year ended 31st March, 2013**
1	Opening Balance	2738.69	2055.80
2	Additional Provision during the year	225.34	682.89
3	Provision used during the year	------	------
4	Closing Balance (1+2-3-4)	2964.03	2738.69

ii) Nature of provision:

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.

18. CSR Activity Reserve amounting to Rs. 319.51 Millions (Previous Year : Rs. 221.19 Millions) under head Reserves & Surplus represents unspent amount, out of amounts set aside as 2% of profit earned in the past years for meeting social obligations as per Department of Public Enterprise guidelines for Corporate Social Responsibility.

19. 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.

20. 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.

21. All figures are in Rupees million except otherwise stated and have been rounded off to the second decimal.

ENGINEERS INDIA LIMITED
STATEMENT OF ACCOUNTING RATIOS

Annexure – V

S. NO.	Key Ratios	Half year ended	For the year ended March 31,				
		Sep-13	2013	2012	2011	2010	2009
A	Earning per share (Rs.)*						
	Basic	6.53	16.98	18.89	15.25	13.31	9.4
	Diluted	6.53	16.98	18.89	15.25	13.31	9.4
B	Return on Net worth (%)	8.88%	25.36%	33.16%	33.85%	37.42%	21.90%
C	Net Assets value per share (Rs.)*	73.51	66.98	56.97	45.03	35.58	42.93
D	Total number of shares outstanding at the beginning of the period *	336936600	336936600	336936600	336936600	336936600	336936600
E	Total number of shares outstanding at the end of the period *	336936600	336936600	336936600	336936600	336936600	336936600
F	Weighted average number of equity shares used as denominator						
	Basic	336936600	336936600	336936600	336936600	336936600	336936600
	Diluted	336936600	336936600	336936600	336936600	336936600	336936600

* During financial year 2010-11 company had split its share of face value of Rs. 10/- each into 2 share of face value of Rs. 5/- each and issued bonus shares in the ratio of 2:1. To make the figures comparable the number of shares are adjusted for the year 2010 and year 2009.

Notes:

The ratio has been computed as under:

Earning per share (Rs.) = Net profit after tax / Weighted average number of equity shares outstanding during the period

Return on Net worth (%) = Net profit after tax / Net worth equity excluding revaluation reserve/ Capital grant received against fixed assets

Net Asset value per share (Rs.) = Net worth equity excluding revaluation reserve/ Capital grant received against fixed assets / No. of equity shares outstanding at the end of the period

ENGINEERS INDIA LIMITED
Statement of Capitalization

Annexure – VI
Rs. in Million

S.No.		Pre issue as at 30th Sept, 2013	Post issue	
A	Debt	0	0	
B	Shareholders Funds			
	a) Equity share capital	1684.68	1684.68	
	b) Reserves & Surplus	23102.88	23102.88	*
	Total Shareholders Funds	**24787.56**	**24787.56**	
	Less: Misc. expenditure to the extent not written off	0.00	0.00	
	Net Worth	**24787.56**	**24787.56**	
C	Long term Debt/ Equity	N.A.	N.A.	

Note: There will be no change in the Capital structure post issue as the issue is in connection with the "Further Public Offering" of equity shares for sale by the President of India

* Excluding internal accruals from 1st October, 2013 till the date of issue.

ENGINEERS INDIA LIMITED
STATEMENT OF TAX SHELTERS

Annexure – VII
(Rs. in Million)

Particulars	Half Year ended	For the year ended March 31,				
	30-Sep-13	2013	2012	2011	2010	2009
Restated Profit before Tax (A)	**3,176.84**	**8,065.74**	**9,210.23**	**7,727.83**	**6,744.77**	**4,769.44**
Tax Rate	33.99%	32.445%	32.445%	33.2175%	33.99%	33.99%
Notional Tax on Restated Profits	**1,079.81**	**2,616.93**	**2,988.26**	**2,566.99**	**2,292.55**	**1,621.13**
Adjustments:						
Permanent Differences:						
Interest Income (Exempt u/s 10)	-	-	-	-	-	(14.20)
Dividend Income (Exempt u/s 10)	(29.24)	(87.43)	(71.25)	(47.27)	(57.83)	(44.19)
Share of Income from AOP (Exempt u/s 86)	(5.65)	(6.07)	(3.74)	-	(0.20)	(14.33)
Income chargeable as Capital Gains	(175.99)	(447.87)	(407.00)	(6.81)	(169.82)	-
Previous Year Adjustments	-	26.42	42.77	-	-	-
Disallowance u/s 14A read with Rule 8D	0.17	0.74	0.24	1.91	-	-
Others	0.05	2.54	11.54	8.21	9.04	(5.55)
Total Permanent Differences (B)	**(210.66)**	**(511.67)**	**(427.44)**	**(43.96)**	**(218.81)**	**(78.27)**
Timing Differences:						
Difference between Book & Tax Depreciation	16.00	14.70	101.04	(4.09)	(21.75)	(32.97)
Expenses allowable on cash basis u/s 43B	78.90	140.89	187.62	360.32	311.57	118.96
Provision for Contractual Obligations	225.34	682.89	679.98	525.26	263.67	189.48
Provision for Doubtful Debts	7.12	154.48	(0.54)	53.30	5.13	47.49
Provision for Forseeable Losses	-	14.39	8.02	29.61	-	(3.06)
Provision for Others	69.67	118.13	101.77	243.22	12.81	103.55
Total Timing Differences (C)	**397.03**	**1,125.48**	**1,077.89**	**1,207.62**	**571.43**	**423.45**
Net Adjustment (B) + (C)	**186.37**	**613.81**	**650.45**	**1,163.66**	**352.62**	**345.18**
Tax Shelter	63.35	199.15	211.04	386.54	119.86	117.33
Taxable Income (D) = (A)+(B)+(C)	**3,363.21**	**8,679.55**	**9,860.68**	**8,891.49**	**7,097.39**	**5,114.62**
Long Term Capital Gains After Indexation Chargeable at 22.66% (E)	-	-	-	-	**49.55**	-
Total Taxable Income as per Income Tax Return (F) = (D)+(E)	**3,363.21**	**8,679.55**	**9,860.68**	**8,891.49**	**7,146.94**	**5,114.62**
Total Tax as per Return	**1,143.16**	**2,816.08**	**3,199.30**	**2,953.53**	**2,423.63**	**1,738.46**

ENGINEERS INDIA LIMITED
STATEMENT OF DIVIDEND DECLARED

Annexure - VIII
(Rs. in Million)

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Equity Share Capital *						
Face Value (Rs.)	5	5	5	5	10	10
No. of shares	336936600	336936600	336936600	336936600	56156100	56156100
Rate of dividend (%)						
Interim**	-	60%	40%	20%	1060%	45%
Final	-	60%	80%	80%	-	140%
Amount of dividend						
Interim	0	1010.81	673.87	336.94	5952.55	252.70
Final	0	1010.81	1347.75	1347.75	-	786.19
Corporate dividend tax	0	329.12	322.28	266.37	1009.51	173.59

* During financial year 2010-11 company split its share of face value of Rs. 10/- each into 2 share of face value of Rs. 5/- each and issued bonus shares in the ratio of 2:1

** During the year 2009-10 Company made a payment of special interim dividend @ 1000% out of its reserves(i.e. Rs 100 per share having face value of Rs. 10 each) to its shareholders.

ENGINEERS INDIA LIMITED
STATEMENT OF CHANGES IN SHARE CAPITAL

Annexure - IX
(Rs. In Million)

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Share Capital						
Authorised Share Capital						
No. of Equity share of Rs. 5/- each (In Million)	600.00	600.00	600.00	600.00	100.00	100.00
Amount	3,000.00	3,000.00	3,000.00	3,000.00	1,000.00	1,000.00
Issued						
No. of equity shares (in million) at the beginning of the period	337.02	337.02	337.02	56.20	56.20	56.20
Amount	1,685.09	1,685.09	1,685.09	561.97	561.97	561.97
Subscribed & Paid up						
No. of equity shares (in million) at the beginning of the period	336.94	336.94	336.94	56.16	56.16	56.16
Add: fresh issue of equity shares (in million)	-	-	-	-	-	-
Add: Split of share of Face value of Rs. 10 each into 2 shares of Rs 5 each	-	-	-	56.16	-	-
Add: bonus issue of shares (in million)	-	-	-	224.62	-	-
No. of equity shares (in million) at the end of the period	336.94	336.94	336.94	336.94	56.16	56.16
Amount	1,684.68	1,684.68	1,684.68	1,684.68	561.56	561.56

ENGINEERS INDIA LIMITED
STATEMENT OF OTHER INCOME

Annexure - X
(Rs. in Million)

Particulars	**Half year ended**	**For the year ended March 31,**					Nature	
	Sep-13	**2013**	**2012**	**2011**	**2010**	**2009**	recurring/ non recurring	Related/ Non related to Business
Interest Earned (Gross)								
Bank deposits	912.92	1765.90	1553.95	1157.89	1469.87	1396.97	Recurring	Related
On Other Deposits	0.00	-	-	-	0.11	-	Non-Recurring	Related
Advances to employees	8.26	16.58	16.76	18.48	22.92	28.54	Recurring	Related
Income tax refund	0.00	0.00	53.84	39.71	0.00	0.13	Non-Recurring	Related
Others	15.93	49.98	21.58	26.49	14.96	13.35	Non-Recurring	Related
Income from long term investments								
Share of profit from AOP (Trade investment)	5.65	6.07	3.74	0.00	0.20	14.33	Recurring	Related
Interest on 6.75% tax free US 64 bonds of UTI	-	-	-	-	-	14.20	Recurring	Related
Dividend income from subsidiary company	20.00	40.00	35.00	30.00	30.00	25.00	Recurring	Related
Dividend income from current investments	9.23	47.43	36.25	17.27	27.83	19.18	Recurring	Related
Capital gain on redemption of investment in mutual funds	175.99	447.87	407.00	6.81	169.82	0.00	Recurring	Related
Profit on sale of assets	0.03	0.11	1.08	0.15	0.21	0.22	Non-Recurring	Related
Foreign Exchange Difference (Net)	0.00	0.00	0.00	19.03	44.62	-	Non-Recurring	Related
Miscellaneous Income	38.22	90.87	45.84	100.59	43.47	34.01	Non-Recurring	Related
Total	**1186.23**	**2464.81**	**2175.04**	**1416.42**	**1824.01**	**1545.93**		

ENGINEERS INDIA LIMITED
STATEMENT OF SECURED AND UNSECURED LOANS

Annexure – XI
(Rs. in Million)

Name of Lender	Loan Sanctioned	Outstanding as at						Rate of Interest	Repayment terms
		30-Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09		
N.A.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	N.A.	N.A.

ENGINEERS INDIA LIMITED
STATEMENT OF INVESTMENTS

Annexure XII
(Rs. in Million)

Particulars	As at	As at March 31,				
	Sep-13	2013	2012	2011	2010	2009
Non Current Investments:						
Investment in Association of Persons	126.85	121.20	115.13	111.39	113.23	114.89
Investment in Subsidiary Companies	2.30	2.30	2.30	2.30	2.30	2.30
Investment in Joint Venture Companies	57.88	57.88	72.27	3.05	30.06	19.77
Investment in Units of fixed maturity plan of mutual funds	0.00	900.00	575.00	0.00	0.00	0.00
Sub Total	**187.03**	**1081.38**	**764.70**	**116.74**	**145.59**	**136.96**
Current Investments:						
Investment in Joint Venture Companies	0.00	0.00	0.00	7.41	0.00	0.00
Investment in Units of fixed maturity plan of mutual funds	6705.00	5450.00	5495.00	5000.00	100.00	1400.00
Investment in Units of liquid plans of mutual funds	130.25	0.00	90.04	0.00	761.66	0.00
Sub Total	**6835.25**	**5450.00**	**5585.04**	**5007.41**	**861.66**	**1400.00**
Total	**7022.28**	**6531.38**	**6349.74**	**5124.15**	**1007.25**	**1536.96**
Aggregate of quoted investments- Book value	6835.25	6350.00	6160.04	4700.00	0.00	0.00
Aggregate market value of quoted investments	7060.95	6530.79	6277.82	4760.92	0.00	0.00

ENGINEERS INDIA LIMITED
STATEMENT OF TRADE RECEIVABLES

Annexure XIII
Rupees in Million

Particulars	As at	As at March 31,				
	Sep-13	2013	2012	2011	2010	2009
Unsecured:						
Outstanding for period exceeding six months from the date they become due for payment:						
Considered good	1440.78	1295.70	1079.18	789.26	656.27	549.01
Considered doubtful	472.15	465.04	314.43	343.30	290.13	285.00
Sub-total	**1912.93**	**1760.74**	**1393.61**	**1132.56**	**946.40**	**834.01**
Others considered good	2009.07	2042.35	2159.11	2417.32	2553.00	2520.43
Sub-total	**2009.07**	**2042.35**	**2159.11**	**2417.32**	**2553.00**	**2520.43**
Less: Provision for doubtful debts	(472.15)	(465.04)	(314.43)	(343.30)	(290.13)	(285.00)
Total	**3449.85**	**3338.05**	**3238.29**	**3206.58**	**3209.27**	**3069.44**

Note: There is no amount due from Promoters and Directors included in Trade Receivables

ENGINEERS INDIA LIMITED
STATEMENT OF LOANS AND ADVANCES GIVEN

Annexure XIV
Rupees in Million

Particulars	As at	As at March 31,				
	Sep-13	**2013**	**2012**	**2011**	**2010**	**2009**
Long Term Loans & Advances :						
a) Capital Advances - Unsecured (Considered Good)	50.30	18.88	35.57	88.62	52.54	25.07
b) Security Deposit :						
Unsecured- Considered Good	13.67	8.70	5.40	8.62	8.29	4.40
c) Loans & Advances to Related Parties :						
Secured-Considered Good:						
Directors	0.28	0.35	0.37	0.43	-	-
Unsecured-Considered Good:						
Directors	0.09	0.10	0.13	0.15	-	-
Others	0.68	-	-	-	-	-
d) Other Loans and Advances						
(Advances Recoverable in Cash or						
in Kind or for value to be received):						
Secured-Considered Good:						
Employees	207.03	216.60	253.83	270.88	306.47	330.07
Unsecured-Considered Good:						
Employees	186.41	183.35	161.09	162.52	184.09	185.80
Others	0.16	0.08	0.35	0.08	0.91	3.43
Advance Income Tax	9115.36	6,254.11	5,548.65	4,632.44	3,547.18	4,335.05
Less :Provision for Taxation	(9,059.01)	(6,213.95)	(5,442.80)	(4,422.64)	(3,041.18)	(4,030.38)
Advance Fringe Benefit Tax	-	-	-	30.99	58.00	84.96
Less : Provision for Fringe Benefit Tax	-	-	-	(28.67)	(55.69)	(83.18)
Total	**514.97**	**468.22**	**562.59**	**743.42**	**1,060.61**	**855.22**
Short Term Loans & Advances :						
a) Loans & Advances to Related Parties :						
Secured-Considered Good:						
Directors	0.14	0.14	0.07	0.09	-	0.37
Unsecured-Considered Good:						
Directors	0.02	0.02	0.02	0.16	-	1.06
Others	0.08					
b) Security Deposit						
Unsecured- Considered Good	15.55	16.12	13.25	5.03	13.87	2.46
Unsecured-Considered Doubtful	0.07	0.07	-	0.04	0.04	0.04
Less: Provision for Doubtful Deposits	(0.07)	(0.07)	-	(0.04)	(0.04)	(0.04)
c) Other Loans and Advances :						
(Advances Recoverable in Cash or						
in Kind or for Value to be Received):						
Secured-Considered Good:						
Employees	27.27	32.84	33.23	38.30	41.66	42.95
Unsecured-Considered Good:						
Employees	101.08	76.86	69.20	117.89	121.99	416.38
Prepaid Expenses	7.50	15.39	18.15	12.65	16.83	21.27
Advances to Vendors/Contractors	420.76	400.24	1,241.74	1,873.70	841.29	728.88
Advance Income Tax	-	-	249.35	38.53	51.10	-
Advance Fringe Benefit Tax	2.34	2.34	2.34	-	-	-
Retention against Contracts	54.15	57.36	116.65	90.90	107.73	126.46
Claims Receivable	0.06	0.06	-	-	28.63	28.63
Others	55.17	32.14	106.93	41.47	50.91	35.99
Unsecured - Considered Doubtful :						
Employees	0.14	0.14	0.14	0.14	-	-
Advances to Vendors/Contractors	0.26	0.26	0.26	0.48	0.48	0.48
Claims Receivable	28.63	28.63	28.63	28.63	-	-

Retention against Contracts	3.80	3.80	-	-	-	-
Others	-	-	-	0.04	0.04	0.04
Less: Provision for Doubtful Loans & Advances	(32.82)	(32.82)	(29.02)	(0.65)	(0.52)	(0.52)
Total	**684.13**	**633.52**	**1,850.94**	**2,247.36**	**1,274.01**	**1,404.45**

ENGINEERS INDIA LIMITED
STATEMENT OF LIABILITIES AND PROVISIONS

Annexure XV
Rupees in Million

Particulars	As at Sep-13	As at March 31, 2013	2012	2011	2010	2009
Non- Current Liabilities :						
A) Other Long Term Liabilities :						
Security Deposits & Retentions	20.78	25.08	33.06	33.47	16.63	13.31
Advances Received from Clients	12.01	13.00	18.25	13.25	8.00	-
Sub Total	**32.79**	**38.08**	**51.31**	**46.72**	**24.63**	**13.31**
B) Long Term Provisions :						
Employees' Post Retirement/ Long Term Benefits	213.89	209.92	200.21	163.47	57.74	53.29
Total	**246.68**	**248.00**	**251.52**	**210.19**	**82.37**	**66.60**
Current Liabilities :						
A) Trade Payables	**3714.47**	**3,463.90**	**5,872.34**	**3,071.95**	**1,836.28**	**1,517.58**
B) Other Current Liabilities :						
Security Deposits & Retentions	2631.35	2,508.66	2,381.02	1,481.33	1,384.86	1,025.69
Advances Received from Clients	639.96	315.63	181.49	186.19	47.98	445.44
Income Received in Advance	2487.23	3,862.00	3,755.61	8,687.89	7,940.20	6,516.68
Capital Creditors	196.28	179.38	68.79	1.68	2.84	22.67
Service Tax Payable	96.60	28.43	94.74	252.55	251.27	212.58
Unpaid Dividend*	7.16	9.48	6.06	7.08	510.42	3.03
Other Payables :						
- Withholding for Employees including Employers Contribution	98.13	94.26	94.84	108.12	65.17	1.09
- Withholding for Income Taxes	85.61	128.73	171.49	111.50	304.70	33.30
- Accrued Employees Benefits	479.57	377.86	653.44	901.13	980.61	1,490.36
- Amount held on behalf of Clients	782.71	97.89	121.01	556.35	560.70	1,526.68
- Others	8.22	15.68	14.22	10.58	7.99	15.86
Sub Total	**7,512.82**	**7,618.00**	**7,542.71**	**12,304.40**	**12,056.74**	**11,293.38**
* Excluding amount due for payment to Investor Education And Protection Fund						
C) Short Term Provisions :						
Employees' Post Retirement/ Long Term Benefits	172.27	298.15	255.98	421.07	312.01	812.40
Contractual Obligations	2964.03	2,738.69	2,055.80	1,375.83	850.57	586.87
Provision for Taxation	1143.15	2,845.06	3,243.31	3,009.41	2,467.03	-
Less: Advance Income Tax	(904.28)	(2,642.02)	(2,769.94)	(2,675.26)	(2,122.34)	-
Proposed Dividend	-	1,010.81	1,347.75	1,347.75	-	786.19
Tax on Dividend	-	168.39	215.39	215.39	954.37	130.64
Sub Total	**3,375.17**	**4,419.08**	**4,348.29**	**3,694.19**	**2,461.64**	**2,316.10**
Total	**14,602.46**	**15,500.98**	**17,763.34**	**19,070.54**	**16,354.66**	**15,127.06**

ENGINEERS INDIA LIMITED
STATEMENT OF RELATED PARTY TRANSACTIONS

Annexure XVI

Sep-13

S.N0.	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 EILIOT CO. LTD.	JOINT VENTURE COMPANY
6	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Dr. ARCHANA S MATHUR	DIRECTOR (GOVT. NOMINEE)
	Mr R N CHOUBEY	DIRECTOR (GOVT. NOMINEE) - w.e.f. 10/04/2013
	Ms. SUSHMA TAISHETE	DIRECTOR (GOVT. NOMINEE) – upto 09/04/2013
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL)-
	Ms. VEENA SWARUP	DIRECTOR (HR)
	Mr AJAY N DESHPANDE	DIRECTOR (TECHNICAL) - w.e.f. 01/04/2013
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR - upto 08/07/2013
	Mr. BIJOY CHATTERJEE	DIRECTOR
	Dr. J.P.GUPTA	DIRECTOR
	Dr. R.K.SHEVGAONKAR	DIRECTOR
	Dr. CHRISTY FERNANDEZ	DIRECTOR - w.e.f. 26/09/2013
	Mr RAJAN KAPUR	COMPANY SECRETARY

2012-13

S.N0.	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 EILIOT CO. LTD.	JOINT VENTURE COMPANY
6	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)- upto 02/08/2012
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE) – upto 02/08/2012
	Dr. ARCHANA S MATHUR	DIRECTOR (GOVT. NOMINEE) – w.e.f 03/08/2012
	Ms. SUSHMA TAISHETE	DIRECTOR (GOVT. NOMINEE) – w.e.f 03/08/2012
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR) – upto 30/09/2012
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)- upto 30/06/2012
	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. SANJAY GUPTA	DIRECTOR (COMMERCIAL)- w.e.f. 01/07/2012
	Ms. VEENA SWARUP	DIRECTOR (HR) – w.e.f. 01/10/2012
	Mr. A.K. PURWAR	DIRECTOR- upto 29/01/2013
	Mr. U.N. BOSE	DIRECTOR – upto 30/11/2012
	Dr. AVINASH CHANDRA	DIRECTOR- upto 29/01/2013
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR
	Mr. BIJOY CHATTERJEE	DIRECTOR- w.e.f. 04/07/2012
	Dr. J.P.GUPTA	DIRECTOR- w.e.f. 04/07/2012
	Dr. R.K.SHEVGAONKAR	DIRECTOR- w.e.f. 04/07/2012

2011-12

S.N0.	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	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY (Formally liquidated and registration cancelled on 4th April, 2011 and proceeds received during current year 2011-12)
6	JABAL EILIOT CO. LTD.	JOINT VENTURE COMPANY
7	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR)
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)
	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL)
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS)
	Mr. A.K. PURWAR	DIRECTOR
	Mr. U.N. BOSE	DIRECTOR
	Mr. B N BANKAPUR	DIRECTOR UPTO 31/08/2011
	Dr. AVINASH CHANDRA	DIRECTOR
	Mr. ADIT JAIN	DIRECTOR
	Dr. (Prof.) KDP NIGAM	DIRECTOR

2010-11

S.N0.	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	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
6	**DIRECTORS**	**KEY MANAGEMENT PERSONNEL**
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE) upto 02.07.2010 & again appointed w.ef. 22.02.2011
	Mr. RAM SINGH	DIRECTOR (FINANCE)
	Mr. P.K. RASTOGI	DIRECTOR (HR) W.E.F. 30.04.2010
	Mr. R K SAXENA	DIRECTOR (COMMERCIAL) upto 31.05.2010
	Mr. G.D. GOYAL	DIRECTOR (COMMERCIAL)W.E.F. 20.07.2010
	Mr. M.K. JOSHI	DIRECTOR(TECHNICAL) UPTO 31.07.2010
	Mr. P. MAHAJAN	DIRECTOR (TECHNICAL) W.E.F. 15.11.2010
	Mr. R.K. GROVER	DIRECTOR (PROJECTS) upto 31.01.2011
	Mr. D. MOUDGIL	DIRECTOR (PROJECTS) W.E.F. 22.03.2011
	Mr. A.K. PURWAR	DIRECTOR
	Mr. U.N. BOSE	DIRECTOR
	Mr. B N BANKAPUR	DIRECTOR
	Dr. AVINASH CHANDRA	DIRECTOR
	Mr. ADIT JAIN	DIRECTOR W.E.F. 09.07.2010
	Dr. (Prof.) KDP NIGAM	DIRECTOR W.E.F. 09.07.2010

2009-10

S.N0.	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	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
6	DIRECTORS	KEY MANAGEMENT PERSONNEL
	Mr. A K PURWAHA	CHAIRMAN & MANAGING DIRECTOR w.e.f 01.10.2009
	Mr. MUKESH ROHATGI	CHAIRMAN &MANAGING DIRECTOR up to 30.09.2009
	Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE)
	Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
	Mr. M.K. JOSHI	DIRECTOR (TECHNICAL)
	Mr. D K. GUPTA	DIRECTOR (PERSONNEL) upto 31.1.2010
	Mr. R K SAXENA	DIRECTOR (COMMERCIAL)
	Mr. R K GROVER	DIRECTOR (PROJECTS)
	Mr. RAM SINGH	DIRECTOR (FINANCE) w.e.f. 28.1.2010
	Dr. AVINASH CHANDRA	DIRECTOR
	Mr. A.K. PURWAR	DIRECTOR
	Mr. U.N. BOSE	DIRECTOR
	Mr. B N BANKAPUR	DIRECTOR

2008-09

S.N0.	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	TECNIMONT EIL EMIRATES CONSULTORES E SERVICOS, LDA	JOINT VENTURE COMPANY
6	DIRECTORS	KEY MANAGEMENT PERSONNEL
	I. Mr. MUKESH ROHATGI	CHAIRMAN & MANAGING DIRECTOR
	(Holding additional charge of Director (Finance) w.e.f. 04.03.2009)	
	II. Mr. L.N. GUPTA	DIRECTOR (GOVT. NOMINEE) w.e.f. 25.6.2008
	III. Mr. D.S. CHAKRABARTI	DIRECTOR upto 04.3.2009
	IV. Mr. M.K. JOSHI	DIRECTOR
	V. Mr. D K. GUPTA	DIRECTOR
	VI. Mr. R K SAXENA	DIRECTOR
	VII. Mr. R K GROVER	DIRECTOR
	VIII. Dr. AVINASH CHANDRA	DIRECTOR
	IX. Mr. DEPENDRA PATHAK	DIRECTOR (GOVT. NOMINEE)
	X. Mr. A.K. PURWAR	DIRECTOR
	XI. Mr. U.N. BOSE	DIRECTOR
	XII. Mr. B N BANKAPUR	DIRECTOR

(I) With Wholly Owned Subsidiaries:

Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Dividend/Share of Profit	20.00	40.00	35.00	30.00	30.00	25.00
Rendering of Services & Other transactions	14.43	27.95	30.40	34.38	29.36	37.13
Outstanding Receivables	7.74	2.53	12.34	5.16	4.33	1.79
Services & facilities received	11.35	24.54	22.64	16.19	11.49	11.41
Outstanding Payable	2.98	4.47	1.75	4.74	2.06	0.62

(II) With Joint Venture Company:

Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Deputation of Employees & Reimbursement of Expenses at cost	1.72	3.43	2.99	2.46	2.35	1.34
Rendering of Services	0.87	2.14	0.00	0.00	0.00	0.00
Outstanding Receivables	5.66	5.29	0.27	0.66	0.66	0.24
Services & facilities received	10.68	18.35	12.89	0.65	0.00	0.00
Outstanding Payable	0.47	6.26	0.19	0.00	0.00	0.00
Equity Contribution	0.00	0.00	72.49	10.00	10.30	19.76

(III) With Association of Person:

Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Dividend/Share of Profit	5.65	6.07	3.74	0.00	0.20	14.33
Outstanding Receivables	0.00	0.00	0.00	0.00	2.17	1.33

(IV) With Key Management Personnel:

Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	2013	2012	2011	2010	2009
Remuneration/Sitting Fees*	12.96	26.85	18.17	20.06	17.65	15.97
Rent paid for residential accomodation	0.61	2.19	2.54	2.55	0.51	1.09
Interest Income on loans given	0.01	0.01	0.01	0.01	0.01	0.02
Outstanding Loans, Interest & Other receivables	1.3	0.62	0.59	0.84	0.00	1.43

*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.

ENGINEERS INDIA LIMITED
STATEMENT OF RESERVES AND SURPLUS

Annexure XVII
Rupees in Million

Particulars	As at	As at March 31,				
	Sep 2013	**2013**	**2012**	**2011**	**2010**	**2009**
A. General Reserve						
Opening Restated Balance	20,661.67	17,511.10	13,489.15	11,334.63	13,810.39	11855.72
Add: Transferred from Profit & Loss Account	2,101.70	3,150.57	4,021.95	3,185.63	3,139.85	1,954.67
Less: Transferred to Profit & Loss Account					(5,615.61)	
Less: Utilized for Issue of Bonus Shares	-	-	-	(1,031.11)	-	-
Sub Total	**22,763.37**	**20,661.67**	**17,511.10**	**13,489.15**	**11,334.63**	**13,810.39**
B. Securities Premium Account						
Balance as per last Balance sheet	-	-	-	92.01	92.01	92.01
Less:- Utilized for payment of Bonus	-	-	-	(92.01)	-	-
Sub Total	-	-	-	-	92.01	92.01
C. Profit & Loss Account						
Balance as per last Balance Sheet	-	-	-	-	-	-
Add: Transferred from General Reserve					5,615.61	
Add: Transferred from statement of profit & loss	2,200.02	5,722.51	6,365.85	5,136.68	4,486.29	3,167.14
Add: Transferred from CSR Activity Reserve	27.40	59.70	-	-	-	-
	2,227.42	**5,782.21**	**6,365.85**	**5,136.68**	**10,101.90**	**3,167.14**
Less: Appropriations						
Interim Dividend	-	(1,010.81)	(673.87)	(336.94)	(5,952.54)	(252.70)
Proposed Final Dividend	-	(1,010.81)	(1,347.75)	(1,347.75)	-	(786.19)
Tax on Interim / Proposed Dividend	-	(329.13)	(322.28)	(266.36)	(1,009.51)	(173.58)
Transfer to CSR Activity Reserve	(125.72)	(280.89)				
Transfer to General Reserve	(2,101.70)	(3,150.57)	(4,021.95)	(3,185.63)	(3,139.85)	(1,954.67)
	(2,227.42)	**(5,782.21)**	**(6,365.85)**	**(5,136.68)**	**(10,101.90)**	**(3,167.14)**
Sub Total	-	-	-	-	-	-
C. CSR Activity Reserve						
Balance as per last Balance sheet	221.19	-	-	-	-	-
Add: Transferred from Profit & Loss Account	125.72	280.89	-	-	-	-
Less: Transferred to Profit & Loss Account	(27.40)	(59.70)				
Sub Total	**319.51**	**221.19**	**-**	**-**	**-**	**-**
D. Capital Reserve						
Capital Grant Received from Oil Industry						
Development Board for R&D Centre	**20.00**	**20.00**	**20.00**	**20.00**	**20.00**	**20.00**
Total	**23,102.88**	**20,902.86**	**17,531.10**	**13,509.15**	**11,446.64**	**13,922.40**

Note : - As per Approval under Section 205A(3) of the Companies Act, 1956, received from Government of India, Ministry of Corporate Affairs vide Approval No. 10/1/2010-CL-VI dated 05/03/2010, the Company during Financial Year 2009-10 transferred a sum of Rs. 5615.61 Million to Profit & Loss Account from General Reserves to declare and make payment of Special Interim Dividend @1000% (i.e. Rs 100/- per share having face value of Rs. 10 each) to its shareholders.

ENGINEERS INDIA LIMITED
STATEMENT OF CONTINGENT LIABILITIES

Annexure XVIII
Rupees in Million

Particulars	As at	As at March 31,				
	Sep-13	2013	2012	2011	2010	2009
Commercial claims against the Company not acknowledged as Debt : pending in the Courts or lying with Arbitrators	474.05	353.25	209.24	20.52	707.57	17.23
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	746.22	668.64	631.83	388.33	558.95	28.84
Income Tax/TDS	105.14	105.14	131.10	276.41	28.03	33.12
Service Tax	6.29	6.29	6.29	34.90	34.90	7.05
Sales tax	26.23	26.37	28.87	0.00	0.00	0.00
Guarantees given on behalf of Subsidiary	100.00	100.00	0.00	0.00	0.00	0.00
Guarantees given on behalf of Joint Venture	20.00	0.00	0.00	0.00	0.00	0.00
Commitment under production sharing contract for E&P Blocks	636.60	554.03	254.64	0.00	0.00	0.00
Uncalled liability on partly paid shares of TEIL Projects Limited, a Joint Venture Compnay	0.00	0.00	0.00	20.00	30.00	40.30
Total	**2114.53**	**1813.72**	**1261.97**	**740.16**	**1359.45**	**126.54**

ENGINEERS INDIA LIMITED
STATEMENT OF SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Annexure XIX
Rupees in Million

Particulars	**Half year ended**	**For the year ended March 31,**				
	Sep-13	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
Segment Revenue						
Consultancy & Engineering Projects	5610.44	12334.29	12030.31	11260.52	10499.70	8237.47
Turnkey Projects	3473.24	12702.68	24915.13	16953.42	9384.66	7079.09
Total	**9083.68**	**25036.97**	**36945.44**	**28213.94**	**19884.36**	**15316.56**
Segment Profit						
Consultancy & Engineering Projects	2038.30	5083.48	5296.94	4862.97	4299.67	3166.00
Turnkey Projects	240.89	1104.77	2454.41	1971.83	1007.50	376.60
Total (a)	**2279.19**	**6188.25**	**7751.35**	**6834.80**	**5307.17**	**3542.60**
Interest	0.01	0.02	11.60	14.67	12.91	2.48
Other un -allocable expenditure	288.57	587.30	704.56	508.72	373.50	316.61
Total (b)	**288.58**	**587.32**	**716.16**	**523.39**	**386.41**	**319.09**
Other Income (c)	**1186.23**	**2464.81**	**2175.04**	**1416.42**	**1824.01**	**1545.93**
Profit Before Tax (a-b+c)	**3176.84**	**8065.74**	**9210.23**	**7727.83**	**6744.77**	**4769.44**
Capital Employed (*)	**24787.56**	**22587.54**	**19215.78**	**15193.83**	**12008.20**	**14483.96**

(*)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 dislosure relating to segment assets and liabilities has been made.

ENGINEERS INDIA LIMITED
STATEMENT OF EMPLOYEE BENEFITS EXPENSE

Annexure XX
Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
Salaries and Allowances						
Staff	2320.29	4536.73	4385.74	4163.05	3763.75	2502.34
Directors	9.98	22.91	15.10	17.62	14.32	14.35
Contribution towards Employees Pension and Provident Fund & Administration Charges thereon:						
Staff	179.21	336.36	311.65	274.85	244.25	199.92
Directors	0.63	1.14	1.04	0.85	0.41	0.92
Contribution towards Employees Defined Contributory Superannuation Scheme:						
Staff	197.07	413.78	280.94	192.60	450.21	0.00
Directors	0.70	1.45	0.96	0.60	1.46	0.00
Staff Welfare						
Staff	210.16	436.06	405.39	487.82	309.96	446.73
Directors	0.17	0.78	0.67	0.49	1.17	0.46
Contribution to Gratuity Fund	5.38	16.89	15.91	43.91	83.74	704.69
Less: Contribution received from Others	(0.01)	(0.51)	(0.51)	(0.27)	(0.54)	(0.40)
Total	**2923.58**	**5765.59**	**5416.89**	**5181.52**	**4868.73**	**3869.01**

ENGINEERS INDIA LIMITED
STATEMENT OF FACILITIES

Annexure XXI
Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Rent :						
Office	25.22	47.51	41.78	36.39	26.84	19.74
Residential Accommodation :						
Staff	40.28	70.14	49.29	43.35	47.25	57.91
Directors	0.73	2.58	2.97	2.92	1.00	1.28
Less: Recovered - Staff	(6.13)	(10.53)	(8.98)	(7.10)	(9.12)	(9.11)
- Directors	(0.12)	(0.38)	(0.43)	(0.37)	(0.48)	(0.19)
Sub Total	**34.76**	**61.81**	**42.85**	**38.8**	**38.65**	**49.89**
Light ,Water & Power	56.92	91.04	69.74	68.98	67.44	58.45
Insurance	16.11	14.26	14.63	22.78	8.89	12.45
Misc. Repairs & Maintenance	115.42	230.39	298.4	169.53	149.96	127.04
Hire Charges of Office Equipments	1.52	5.00	5.77	5.89	5.18	4.71
Total	**249.95**	**450.01**	**473.17**	**342.37**	**296.96**	**272.28**

ENGINEERS INDIA LIMITED
STATEMENT OF CORPORATE COSTS

Annexure XXII
Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	**31-Mar-13**	**31-Mar-12**	**31-Mar-11**	**31-Mar-10**	**31-Mar-09**
Bank Charges	6.26	13.29	24.08	25.09	20.44	18.75
Sitting Fees to Independent Directors	0.24	0.57	0.40	0.50	0.28	0.24
Interest	0.01	0.02	11.60	14.67	12.91	2.48
Advertisment for Tender & Recruitment	58.02	106.02	177.26	125.44	92.76	52.47
Publicity	14.19	21.20	5.49	59.05	3.55	4.26
Subscription	10.17	12.65	14.68	5.93	7.72	7.20
Entertainment	9.98	18.57	20.08	18.52	18.19	15.85
Foreign Exchange Difference (net)	105.05	0.73	73.65	0.00	-	40.80
Remuneration to Auditors:						
For Audit	0.00	0.70	0.50	0.50	0.40	0.40
For Tax Audit	0.00	0.15	0.10	0.10	0.10	0.10
Others	0.40	0.69	0.35	0.35	0.30	0.35
Reimbursement of Service Tax	0.05	0.20	0.11	0.10	0.08	0.00
Filing Fee	0.04	0.30	0.23	12.47	0.27	0.14
Legal & Professional Charges	18.74	35.51	29.82	44.13	39.31	54.25
Licences & Taxes	21.58	16.82	14.71	14.64	10.03	10.01
Loss on Sale of Assets	0.08	4.11	0.82	0.55	0.38	1.58
Fixed Assets Written off	0.00	2.97	0.19	2.47	0.72	0.32
Total	**244.81**	**234.50**	**374.07**	**324.51**	**207.44**	**209.20**

ENGINEERS INDIA LIMITED
STATEMENT OF OTHER COSTS

Annexure XXIII
Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Consumables/Stores	0.00	0.08	0.01	0.50	0.23	0.08
Travel & Conveyance :						
Directors	4.04	7.14	7.00	6.49	4.05	4.52
Others	310.35	638.30	562.04	521.50	464.78	420.51
Printing , Stationery & General Office Supplies	18.40	40.46	45.19	45.96	41.30	35.67
Newspapers and Periodicals	1.03	7.94	5.63	3.98	4.50	3.74
Postage & Telecommunications	22.09	55.20	54.58	48.72	48.80	44.17
Courier ,Transportation & Handling	1.97	7.76	9.94	16.15	9.73	10.26
Commission to Foreign Agents	10.71	16.73	13.17	15.30	9.49	23.55
Provision for Doubtful Debts& Advances	7.12	154.48	-0.54	53.30	5.13	47.49
Bad Debts written off	0.00	1.73	56.25	17.40	0.00	0.00
Provision for Contractual obligations	225.34	682.89	679.98	525.26	263.70	189.48
Provision foreseeable Losses written back	0.00	0.00	0.00	0.00	0.00	(3.06)
Provision for Diminution in value of Investment in Joint Ventures	0.00	14.39	10.68	29.61	0.00	0.00
Training Expenses :						
Travel	3.40	2.29	0.44	3.46	4.52	2.65
Others	12.09	26.36	23.74	15.41	13.95	18.47
Miscellaneous Expenses	34.59	82.55	117.71	27.45	11.62	6.62
Sub - Total	**651.13**	**1738.30**	**1585.82**	**1330.49**	**881.80**	**804.15**
Less: Expenditure relating to Capital Works	(20.52)	(28.17)	(19.15)	(4.82)	(0.14)	(0.06)
Total	**630.61**	**1710.13**	**1566.67**	**1325.67**	**881.66**	**804.09**

ENGINEERS INDIA LIMITED
STATEMENT OF DEPRECIATION & AMORTIZATION EXPENSE

Annexure XXIV
Rupees in Million

Particulars	Half year ended	For the year ended March 31,				
	Sep-13	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Depreciation expense	37.63	84.82	168.52	91.69	80.78	64.12
Amortization expense	9.26	27.60	25.95	51.26	52.41	43.04
Total	**46.89**	**112.42**	**194.47**	**142.95**	**133.19**	**107.16**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated consolidated financial statements as of and for the years ended March 31, 2013, 2012, 2011, 2010 and the six months ended September 30, 2013 prepared in accordance with the Companies Act, Indian GAAP and the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Statements" beginning on page 176 of this Prospectus. Unless otherwise stated, the financial information used in this section is derived from the restated consolidated financial statements of the Company.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve - month period ended March 31 of that year.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section "Risk Factors" on page 18 of this Prospectus.

Overview

We are an engineering consultancy company providing design, engineering, procurement, construction and integrated project management services, principally focused on the oil and gas, petrochemicals, fertilizer and LNG industry sectors in India and internationally. We also operate in other sectors including non-ferrous mining and metallurgy, power and infrastructure. We are also a primary provider of engineering consultancy services for the GoI's energy security initiative under its Integrated Energy Policy for strategic crude storages.

Our services in these industries and sectors cover the entire spectrum of activities from concept to commissioning of a project. Our services include preparation of project feasibility reports, technology selection, project management, process design, basic and detailed engineering, procurement, inspection, project audit, supply chain management, cost engineering, planning and scheduling, facilitation of statutory and regulatory approvals for Indian projects, construction management and commissioning. We also provide specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation services, plant operation and safety services. We also execute projects on a turnkey basis.

We were incorporated in 1965 and have over the years developed a track record of working on landmark projects with various Indian and global energy majors. We currently have two wholly-owned subsidiaries, CEIL and EILAP incorporated in India and Malaysia, respectively, and two strategic joint-venture companies, TEIL Projects Limited and JabalEILIOT, incorporated in India and KSA, respectively.

As of September 30, 2013, we have provided a range of engineering consultancy and project implementation services on several refinery projects, including 10 greenfield refinery projects, 7 petrochemical complexes, 39 oil and gas processing projects, over 40 offshore process platforms, 42 pipeline projects, 13 ports and storage and terminals projects, 8 fertilizer projects and 29 mining and metallurgy projects. In the infrastructure sector, as of September 30, 2013, we have provided a range of engineering consultancy services including for airports, highways, flyovers, bridges, water and sewer management, as well as energy-efficient "intelligent" buildings. As of September 30, 2013, we have also completed 17 turnkey projects, including refinery and petrochemicals projects and offshore platforms.

Our business is aligned into two principal operating segments: the Consultancy and Engineering Services segment and the Turnkey Projects segment. Projects on which we provide engineering consultancy and project management and implementation services are included in the Consultancy and Engineering segment. Projects that we undertake on a turnkey basis are included in our Turnkey Projects segment.

In our Consultancy and Engineering Services segment, we provide a range of engineering consultancy and project implementation services including project feasibility reports, project management, process design, basic and detailed engineering, procurement and inspection, cost engineering, planning and scheduling, construction management and commissioning of operations. We also provide specialist services such as heat and mass transfer equipment design, environmental engineering services, specialist materials and maintenance services, energy conservation services and plant operation and safety services. In fiscal 2010, 2011, 2012, 2013 and in the six months ended September 30, 2013, our revenue from the Consultancy and Engineering Projects segment was ₹ 10,701.60 million, ₹ 11,509.59 million, ₹ 12,274.46 million, ₹ 12,565.01 million and ₹ 5,724.01 million respectively.

In our Turnkey Projects segment, we undertake EPC turnkey projects on an open-book estimate basis or on a lump-sum turnkey contract basis. In fiscal 2010, 2011, 2012 and 2013 and in the six months ended September 30, 2013, our income from the Turnkey Projects segment was ₹ 9,384.66 million, ₹ 16,953.42 million, ₹ 24,915.13 million,₹ 12,702.68 million and ₹3,473.24 million respectively.

Our total income increased at a CAGR of 12.91% from ₹ 17,062.81 million in fiscal 2009 to ₹ 27,734.44 million in fiscal 2013, while our profit after taxation, as restated, increased at a CAGR of 15.53% from ₹ 3233.09 million in fiscal 2009 to ₹ 5,759.28 million in fiscal 2013. Our total income and our profit after taxation in the six months ended September 30, 2013 was ₹10,383.29 million and ₹2,208.61 million respectively. Our Order Book, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of September 30, 2013 was ₹32,323.90 million.

Recent Developments

Pursuant to a meeting of our Board on January 24, 2014, the Company has adopted and filed with the Stock Exchanges, the unaudited standalone financial results for the quarter and the nine month period ended December 31, 2013 in accordance with the provisions of Clause 41 of the Equity Listing Agreement with the Stock Exchanges. For further information, see section titled "Recent Development" on page 289.

Factors Affecting Results of Operations

Our business, results of operations and financial condition are affected by a number of factors, including the following:

Activity and expenditure levels in the global energy industry

Capital expenditure in the hydrocarbon sector is influenced by, among other factors, the rate of discovery and development of new oil and gas reserves; global demand for oil and gas and derivative products; increasing focus on alternative sources of energy, particularly renewable and sustainable forms of energy; local and international political and economic conditions, including the ability of OPEC countries to set and maintain production levels and prices for oil and gas; level of production by non-OPEC countries; exploration, extraction, production, refining and transportation costs; the sale and expiration dates of leases and concessions granted for exploration activities; governmental regulations and policies relating to the exploration for and production and development of their oil and natural gas reserves; global weather conditions; and trends in environmental legislation. The global financial crisis has resulted in a weakening demand for energy and a decline in capital investments in the energy industry.

Since the demand for our services for petroleum refineries, petrochemicals projects, pipelines, offshore and onshore oil and gas projects and storage tanks and terminals is particularly sensitive to the level of development, production, exploration and transportation activity of, and the corresponding capital spending by energy companies, any prolonged reduction in oil and gas prices will depress the level of exploration, development, production and transportation activity and result in a corresponding decline in the demand for our services in the energy industry. Any prolonged increase in oil and gas prices may also result in decreased or slowing of consumer demand for products derived from oil and gas, including gasoline, chemicals, synthetic fabrics and plastics, consequently resulting in reduced financial incentive to invest in additional production or transportation capacity. Sustained volatility of oil and gas prices can also cause capital expenditures to be postponed or cancelled.

Macroeconomic conditions affecting EPC projects in the Indian energy sector

Although the Indian economy responded strongly to fiscal and monetary stimulus in the period from 2009-2011, it experienced a slowdown in its growth rate in fiscal 2012, fiscal 2013 and in the six months ended September 30, 2013. The slowdown of the economy in India was due in part to a slowing global economy as well as a reduction in the overall investment rate and a tighter monetary policy. This slowdown has resulted in the implementation of various projects being stalled and a reduction in new projects being announced. The incidence of projects being stalled has also had the effect of discouraging new investments. Additional causes for a reduction in new projects or an increase in projects being stalled were investment bottlenecks such as environmental clearance requirements, difficulties in carrying out land acquisitions and lack of a political will to implement policies which would encourage investments.

As the economic situation in India improves, we expect the public sector in India to (i) establish several new oil refineries; (ii) expand capacities in existing oil refineries; and (iii) refurbish older oil refineries. In the past we have been successful in bidding for and winning contracts for engineering consultancy and turnkey refinery projects awarded by public sector companies in India. We believe that we are well positioned to bid for and win contracts for public sector projects to establish, expand or refurbish oil refineries. However, in the event that the planned expansion of capacity or refurbishment of oil refineries is delayed or not forthcoming our results of operations for future years could be materially adversely affected.

Our results of operations in Indian and international markets and our strategy to expand to additional international markets will continue to be subject to any decrease in investment levels in the energy sector.

Success of our diversification strategy into other sectors and geographies

Historically, almost all our revenue has been derived from the energy industry, particularly oil and gas projects in India. We have in recent years undertaken various strategic initiatives to reduce our dependence on the oil and gas sector as well as expand our international operations. We intend to leverage our engineering consultancy and EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages including in oil and gas exploration, power - nuclear and solar, gas based fertilizer projects, coal to liquid, water and waste management and city gas distribution.

We continue to expand our international operations and have provided consultancy engineering services for various key projects outside India, including in the Middle East, North Africa and South East Asia. In order to expand our business operations, we also seek to make strategic equity investments and to identify strategic partners whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations in such sectors and regions. For further details relating to our diversification into other sectors and the expansion of our international operations, please see section " Business - Our Business Strategy - Expand our International operations" and "Our Business - Our Business Strategy - Selectively diversify into other potential sectors"- on page 119 and 120 respectively.

The success of our diversification strategy into these new sectors and into the international markets are linked to amongst others, our ability to leverage our existing track record in the energy industry to provide cost and operational advantages to our clients. Demand for our services would also depend upon the sustained economic development in the regions that we seek to expand and operate in and the government policies relating to the development of these sectors.

The composition of our Order Book and our ability to execute such contracts

As a result of macroeconomic conditions affecting the energy industry globally and the general economic slowdown in India in fiscal 2012, fiscal 2013 and in the six months ended September 30, 2013, there has been a decrease in the number of EPC projects being announced or awarded in India. As a result we have experienced a significant decrease in the Order Book in, and consequently revenues from, the Turnkey Projects segment. As of March 31, 2011 our Order Book was ₹ 62,616.70 million of which ₹ 29,406.80 million related to the Consultancy and Engineering Services segment and ₹ 33,209.90 million related to the Turnkey Projects segment, whereas as of September 30, 2013 our Order Book was ₹32,323.90 million of which ₹ 17,494.50 million related to the Consultancy and Engineering Services segment and ₹ 14,829.40 million related to the Turnkey Projects segment.

In accordance with industry practice, many of our contracts are subject to cancellation, termination, or suspension at the discretion of the client at any stage of the contract. In addition, the contracts in our Order Book are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. Our Order Book includes expected revenues for contracts that are based on estimates. Projects can remain in our Order Book for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in our Order Book being cancelled or suspended generally increases during periods of wide-spread economic slowdowns. Even if fully performed, our Order Book is not necessarily indicative of our future revenues. Even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed. Any delay, cancellation or payment default could adversely affect our cash flow position, revenues and/or profit.

Ability to bid for and win new contracts and execute new contracts

Most of our contracts are obtained through a competitive bidding process. In selecting consultants and contractors for major engineering consultancy and EPC projects, clients generally limit the tender to consultants and contractors they have pre-qualified based on several criteria. These criteria include, among other factors, experience, technological capacity and performance, reputation for quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects, as well as price competitiveness of the bid. Our recent experience indicates that clients in the energy industry are increasingly developing larger, more technically complex EPC projects and increasingly awarding the entire contract to a single EPC contractor. Pre-qualification is key to our winning such EPC projects.

A significant portion of our revenue and earnings is generated from large project awards. We are currently qualified to bid for most projects in India and up to a certain value for international projects. The timing when project awards would be made is unpredictable. We operate in competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including governmental approvals, our ability to show experience of working on similar projects, financing contingencies, commodity prices, investment bottlenecks such as environmental clearance and land acquisition issues, lack of political will to encourage investments and, overall market and economic conditions. During an economic downturn many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem market or acceptable. Additionally during a general slowdown in the market economy there would be reduced investment in these large scale projects. Because a significant portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts.

Turnkey contracts undertaken on a fixed price basis

In relation to our turnkey projects which are performed on a fixed price basis, we are susceptible to the risk of material cost variation from the assumptions underlying a bid for several reasons, including unanticipated changes in engineering design of the project; unanticipated variations in the cost of equipment, fuel, material or manpower; timing of delivery of equipment and materials to the project site; ability of the client to obtain requisite environmental and other approvals; and the performance of suppliers and sub-contractors.

In order to address some of the risks associated with fixed price contracts, we have strategically focused on turnkey projects on an OBE basis that are subsequently convertible to a fixed price contract at an advanced stage of the project. Under such contracts, our clients work closely with a technology and an EPC partner early in the scoping phase, and progressively firm up the lump-sum turnkey contract for the EPC contract. By focusing on OBE contracts we are able to ensure control over the time and expenses for a project and greater certainty of a positive financial outcome.

Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of our financial statements is set out in the notes to the financial statements included elsewhere in this Prospectus. The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 1956 and the accounting principles generally accepted in India and comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable.

The preparation of our financial statements in conformity with Indian GAAP requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of such financial statements and the results of operations during the reporting period. Examples of such estimates include estimate of cost expected to be incurred to complete performance under composite arrangements, income taxes, provision for warranty, employment retirement benefit plans, provision for doubtful debts and estimated useful life of the fixed assets. By their nature, these judgments and estimates are subject to a degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, and our observance of trends in the industry, information provided by our clients and information available from other third party sources, as appropriate. There can be no assurance that our judgments will prove correct or that actual results reported in future periods will not differ from our expectations reflected in our accounting treatment of certain items. Any revision to accounting estimates is recognized prospectively in current and future periods.

While all aspects of our financial statements should be read and understood in assessing our current and expected financial condition and results of operations, we believe that the following critical accounting policies warrant particular attention.

Revenue recognition

(A) Revenue from services rendered is accounted for:

(i) in the case of cost plus jobs, on the basis of amount billable under the contracts;

(ii) 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

(iii) 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 outstanding amounts are accounted for when there is virtual certainty of ultimate collection.

Turnover/Work-in-progress

(A) No income has been taken into account on jobs for which:

(i) 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; or

(ii) The terms have been agreed to at lumpsum services and turnkey contracts and physical progress is less than 25%.

(B) The cost of such jobs as stated in (A) above is carried forward as work-in-progress at actual direct cost.

Cash & Cash Equivalent

(i) Cash comprises cash on hand and demand deposits i.e. balances held with banks in current accounts for unrestrictive use; and

(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

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 capitalized along with the cost of the hardware. Any subsequent acquisition or upgrading of software is 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 capitalized and depreciation is charged on the 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 the minimum rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher. All expenditure on subsequent modifications and repairs of partitions or fixtures and fittings are charged to revenue in the year it is incurred.

Depreciation and Amortisation

(A) Depreciation on fixed assets is charged on the 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 the minimum rates prescribed under Schedule XIV of the Companies Act, 1956, 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 up to ₹ 500,000 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 that ₹ 5,000 are fully depreciated in the year of acquisition.

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 and Loss Account in the year of reversal.

Inventories

Inventories in respect of stores, spares and chemicals etc. are valued at cost or net realizable value whichever is less. Cost is determined on "First In, First Out" basis.

Provisions, Contingent Liabilities and Contingent Assets

Provisions are liabilities involving substantial degree of estimation and 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.

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 assessment of risk and consequential probable liabilities on each such contract made by the management.

Foreign exchange 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 and loss account.

(C) Foreign currency transactions (income and 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 and Japanese Yen and in respect of other currencies at government rates prevailing in the month. Payments to sub-contractors and vendors from the foreign currency account are recorded at bank rate prevailing on the date of transaction.

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 a research and development center is treated as capital reserve and shown separately under Reserves and Surplus.

(C) Funds received from government agencies to carry out research and development activities are shown under the head 'other income' as adjustment against expenditure incurred. Unutilized funds are shown under other liabilities.

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 and loss account.

(B) Liability towards carried forward leave and post-retirement medical benefits, being a 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 and 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 the Superannuation Scheme, a defined contribution plan for employees is paid to a fund maintained by the Life Insurance Corporation of India and administered through a 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 and loss account in the year of its occurrence.

Investment

(A) 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.

(B) 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.

Oil and Gas Exploration Activities

(A) We follow 'Successful Efforts Method' in accounting for oil and gas exploration and production activities as detailed below:

(i) Survey costs are charged as expense in the year of its incurrence.

(ii) 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) Our share of proved oil and gas reserves is disclosed when notified by the operator of the relevant block.

(C) Our proportionate share in the assets, liabilities, income and expenditure of jointly controlled assets are accounted for as per the participating interest.

Expenses/Income

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.

Dividends on units/shares

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 association of persons ("AOP") is recognized as income as per intimation received.

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 realized.

Changes in Accounting Policies

There has been no significant change in accounting policies during the period from fiscal 2009 to fiscal 2013 on the six months ended on September 30, 2013which has had an impact on the historical results of operations, profit or loss and as such there were no restatement of profit or loss on account of changes in accounting policies

Income and Expenditure Overview

Income

Consultancy and Engineering Services

Under this segment, we account for income from various consultancy and engineering services contracts, including project feasibility reports, project management, process design, basic and detailed engineering, procurement and inspection, cost engineering, planning and scheduling, construction management, commissioning of operations, and specialist services. We receive payments for these services in the form of lumpsum fees as well as on a cost plus or rate reimbursable basis.

Turnkey Projects

Under this segment, we record our income from implementing EPC turnkey projects, on a lumpsum fee basis or on a combination of open book estimates and lumpsum fees basis.

Other Income

Other income primarily includes (i) interest earned on bank deposits, on other deposits, on advances to employees & others and on income tax refunds; (ii) income from long-term investments; (iii) dividend income from current investments; (iv) profit on sale of assets; (v) foreign exchange gains; (vi) capital gain on redemption of investments in mutual funds; and (vii) miscellaneous income.

Expenditure

Our expenses principally consist of expenses related to (i) technical assistance and subcontracts; (ii) construction materials and equipment; (iii) employee benefits expense; (iv) depreciation and amortization expense; and (v) other expenses, comprising of facilities, corporate costs and other costs.

Technical Assistance and Subcontracts

Our technical assistance and subcontracts expenses consist of (a) expenditure incurred on consultants and experts in connection with the services we provide; and (b) payments made to subcontractors, including costs for the procurement of cement and steel by such subcontractors, for undertaking civil, mechanical and electrical works in connection with our turnkey contracts. We incur most of our subcontracts costs for construction activities undertaken by our subcontractors for our turnkey projects.

Construction Materials and Equipment

Our construction materials and equipment costs comprise the cost of materials and equipment, including compressors, rectors and pumps and other equipments and materials, procured by us for our turnkey projects. This excludes materials for civil, mechanical and electrical works undertaken by subcontractors. We incur most of the costs for construction materials and equipment procured by us for our turnkey projects.

Employee Benefits Expense

Employee benefits expense comprises salaries and allowances, contribution towards employees' pension and provident fund and other post-retirement benefits, and staff welfare expenses.

Depreciation and Amortisation Expense

Depreciation and amortization expenses consists of (i) depreciation on fixed assets which 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 the minimum rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher; (ii) the cost of capitalized software which is amortized over a period of three years from the date of its acquisition. However, software individually costing upto ₹ 500,000 is fully amortized during the year of its acquisition. 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.

Facilities

Facilities expenses consists of expenses for (i) office rent; (ii) rent for residential accommodation for employees; (iii) light, water and power; (iv) insurance; (v) miscellaneous repairs and maintenance of our building, as well as for plant and machinery; and (vi) hire charges of office equipment.

Corporate Cost

Our corporate costs include expenses for (i) bank charges; (ii) sitting fees for independent directors; (iii) interest; (iv) licences and taxes; (v) loss on sale of assets; (vi) subscriptions; (vii) advertisement for tenders and recruitment; (viii) publicity; (ix) entertainment; (x) foreign exchange difference; (xi) remuneration to auditors; and (xii) legal and professional charges.

Other Expenses

Our other expenses principally consist of expenditure for (i) consumables or stores; (ii) travel and conveyance; (iii) printing, stationery and general office supplies; (iv) newspapers and periodicals; (v) postage and telecommunications; (vi) courier, transportation and handling; (vii) commission to foreign agents; (viii) miscellaneous expenses; (ix) provision for doubtful debts and advances; (x) provision for contractual obligations; and (xi) training expenses.

Profit After Tax

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.

Results of operations

Our restated financial statements for the six months ended September 30, 2013 and for fiscals 2013, 2012, 2011, 2010 and 2009 included in this Prospectus have been presented in compliance with paragraph B(1) of Part II of Schedule II to the Companies Act, Indian GAAP and the ICDR Regulations. For further information relating to such restatement adjustments, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Restatement Adjustments" below.

The following table sets forth certain information with respect to our results of operations, as restated, for the periods indicated:

Particulars	Six Months ended September 30, 2013	Fiscal			
		2013	2012	2011	2010
	₹ in million				
REVENUE					
- Consultancy & engineering services	5,724.01	12,565.01	12,274.46	11,509.59	10,701.60
- Turnkey projects	3,473.24	12,702.68	24,915.13	16,953.42	9,384.66
Other income	1,186.04	2,466.75	2,175.67	14,09.30	1,817.00
Total Revenue	**10,383.29**	**27,734.44**	**39,365.26**	**29,872.31**	**21,903.26**
EXPENSES					
Technical Assistance/Sub-Contracts	1,612.94	5,051.24	6,726.83	6,485.02	3,033.36
Construction Materials & Equipments	1,406.30	6,137.27	15,165.34	8,118.92	5,558.26
Employee Benefits Expense	2,964.97	5,841.74	5,478.41	5,240.05	4,911.87
Depreciation & Amortization Expense	48.02	114.90	196.90	145.11	135.17
Other Expenses:					
Facilities	255.96	460.33	480.77	348.04	301.68
Corporate Costs	240.59	239.83	366.97	326.63	209.50
Other Costs	653.72	1,748.21	1,616.72	1,344.59	909.93
Total Expenses	**7,182.50**	**19,593.52**	**30,031.94**	**22,008.36**	**15,059.77**
Profit for the year	3,200.79	8,140.92	9,333.32	7,863.95	6,843.49
Provision for Taxation					
Current Year					
Current Tax	1,159.37	2,857.18	3,249.41	3,005.34	2,472.27
Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00
Deferred Tax	(167.19)	(475.54)	(356.63)	(364.27)	(166.31)
Total Provision for Taxation	**992.18**	**2,381.64**	**2,892.78**	**2,641.07**	**2,305.96**

Profit After Tax	2,208.61	5,759.28	6,440.54	5,222.88	4,537.53

Restatement Adjustments

The following table sets forth certain information relating to the restatement adjustments applied for the periods indicated:

Particulars	Six Months ended September 30, 2013	Year ended March 31, 2013	2012	2011	2010
	₹ in million				
Profit After Tax as per Audited Accounts	**2,421.00**	**6,321.97**	**6,438.66**	**5,312.89**	**4,404.74**
Adjustment on account of					
Material Adjustments					
Other Income	(322.25)	(701.16)	(146.74)	(187.25)	(12.70)
Contractual Obligations	-	7.73	16.24	81.25	212.06
Sub-Contract Cost	-	-	-	-	(12.16)
Miscellaneous expenses	-	-	155.38	-	-
Provision for doubtful debts	(39.52)	(168.63)	62.84	(52.76)	6.06
Income Tax	-	28.48	3.37	32.22	4.27
Deferred Tax	122.96	250.56	(31.83)	25.04	(66.07)
Total	**(238.81)**	**(583.02)**	**59.26**	**(101.50)**	**131.46**
Prior Period Adjustment					
Net Sales/Income from Operations	-	(22.70)	(44.76)	(18.90)	(53.61)
Salaries Cost	-	-	-	-	(0.50)
Facilities	-	-	-	(0.17)	-
Corporate Cost	-	-	-	(0.11)	-
Other Costs	-	-	-	(0.02)	(0.06)
Depreciation	-	(3.72)	0.02	0.02	(4.18)
Total	**-**	**(26.42)**	**(44.74)**	**(19.18)**	**(58.35)**
Prior Period Adjustment (Net)	**26.42**	**44.74**	**19.18**	**58.35**	**8.20**
Prior Period Tax Adjustment	**-**	**0.14**	**(31.81)**	**(33.35)**	**49.32**
Prior Period Deferred Tax Adjustment	**-**	**1.87**	**0.08**	**-**	**(18.81)**
Income Tax Reallocated	**-**	**-**	**(0.07)**	**8.47**	**20.10**
Deferred Tax Reallocated	**-**	**-**	**(0.02)**	**(2.80)**	**0.87**
Total Impact of Adjustments	**(212.39)**	**(562.69)**	**1.88**	**(90.01)**	**132.79**
Adjusted Profit After Tax	**2,208.61**	**5,759.28**	**6,440.54**	**5,222.88**	**4,537.53**

For further information on restatement adjustments, please refer to Annexure I of our restated consolidated financial statements.

Six Months ended September 30, 2013 compared to Fiscal 2013

Income

Our total revenue was ₹ 10,383.29 million in the six months ended September 30, 2013while it was ₹27,734.44 million in fiscal 2013.

Consultancy and Engineering Services

Consultancy and engineering services revenue was ₹5,724.01 million in the six months ended September 30, 2013 while it was ₹12,565.01 million in fiscal 2013.

Turnkey Projects

Turnkey projects revenue was ₹ 3,473.24 million in the six months ended September 30, 2013 while it was ₹ 12,702.68 million in fiscal 2013. In the six months ended September 30, 2013, there was a significant decline in turnkey project revenue as ongoing projects namely PFFCU, SRU & SPM projects of MRPL and OGT project of GSPC had achieved a significant progress upto fiscal 2013 resulting into lower revenue recognition for these projects in current six months period ended 30th September, 2013. The major revenue contributor during the current period were PP project of MRPL and South Jetty & Butene projects of IOCL.

Other Income

Other income was ₹1,186.04 million in the six months ended September 30, 2013 while it was ₹2,466.75 million in fiscal 2013. Other income in the six months ended September 30, 2013 was attributable primarily to interest income on bank deposits of ₹932.38 million and capital gain on redemption of investment in mutual funds of ₹176.09 million.

Expenditure

Our total expense was ₹7,182.50 million in the six months ended September 30, 2013 while it was ₹19,593.52 million in fiscal 2013.

Technical Assistance and Subcontracts

Our expenses for technical assistance and subcontracts was ₹1,612.94 million in the six months ended September 30, 2013 while it was ₹5,051.24 million in fiscal 2013. As the major turnkey projects were substantially progressed upto fiscal 2013, it resulted in a decline in subcontracting costs associated with turnkey projects and thereby our expense for technical assistance and subcontracts in the six months ended September 30, 2013 was lower.

Construction Materials and Equipment

Our expenses for construction materials and equipment was ₹ 1,406.30 million in the six months ended September 30, 2013 while it was ₹6,137.27 million in fiscal 2013. Our expense for contruction materials and equipments in the six months ended September 30, 2013 declined due to lower costs incurred by us for procuring material and equipment owing to major materials and equipment being procured at the initial phase of turnkey projects which occurred upto fiscal 2013.

Employee Benefits Expense

Our employee benefits expense was ₹2,964.97 million in the six months ended September 30, 2013 while it was ₹5,841.74 million in fiscal 2013. Our employee expenses in the six months ended September 30, 2013 comprised of ₹ 2,367.35 million as salary and allowances, ₹ 380.18 million as contribution towards employees pension, provident fund and superannuation, ₹ 211.24 million as staff welfare and ₹ 6.20 million as contribution to gratuity fund.

Depreciation and Amortisation Expense

Our depreciation and amortization expense was ₹ 48.02 million in the six month ended September 30, 2013. while it was ₹ 114.90 million in fiscal 2013. Depreciation expense in the six months ended September 30, 2013 was ₹38.70 million and amortization expense was at ₹ 9.32 million.

Facilities

Our facilities expense was ₹ 255.96 million in the six month ended September 30, 2013 while it was ₹460.33 million in fiscal 2013. Our facilities expense in the six months ended September 30, 2013 mainly comprises of rental, water & electricity expenses at ₹ 121.07 million and repair & maintenance expenses at ₹ 116.81 million.

Corporate Costs

Our corporate costs was ₹240.59 million in the six months period ended September 30, 2013 while it was ₹239.83 million in fiscal 2013. The main components of the costs in the six months ended September 30,2013 were advertisement for tender & recruitment at ₹ 58.02 million, foreign exchange difference at ₹ 99.26 million, publicity at ₹ 14.21 million, subscription at ₹ 10.20 million, entertainment at ₹ 10.17 million, legal & professional charges at ₹ 19.43 million and licence & taxes at ₹ 21.70 million.

Other Costs

Our other costs was ₹653.72 million in six months ended September 30, 2013 while it was ₹ 1,748.21 million in fiscal 2013. Our other expenses in the six months ended September 30, 2013 comprised mainly of travel & conveyance at ₹ 335.40 million, printing & stationery and office supplies at ₹ 18.91 million, postage & telecommunication at ₹ 22.90 million, commission to foreign agents at ₹ 10.71 million, provision for contractual obligations at ₹ 225.34 million, training at ₹ 15.85 million and miscellaneous expenses at ₹ 34.72 million offset partly by expenditure transferred to capital work in progress amounting to ₹ 20.52 million.

Profit for the year

Our profit for the year was ₹3,200.79 million in the six months ended September 30, 2013 and ₹8,140.92 million in fiscal 2013.

Profit after tax

Provision for taxes was ₹ 992.18 million in the six months ended September 30, 2013 and ₹ 2,381.64 million in fiscal 2013. Profit after tax in the six month ended September 30, 2013 was at ₹ 2208.61 million and ₹ 5759.28 million in fiscal 2013.

Fiscal 2013 compared to Fiscal 2012

Income

Our total revenue decreased by 29.55% from ₹ 39,365.26 million in fiscal 2012 to ₹ 27,734.44 million in fiscal 2013. The decrease in revenue was attributable to a significant decrease in revenue from our turnkey projects with the revenue from consultancy and engineering services remaining stable compared to fiscal 2012.

Consultancy and Engineering Services

Consultancy and engineering services revenue remained relatively stable with only a 2.37% increase from ₹ 12,274.46 million in fiscal 2012 to ₹ 12,565.01 million in fiscal 2013. The relative stability of the revenue from engineering and consultancy services in fiscal 2013 was attributable to our continued focus on the engineering and consultancy business.

Turnkey Projects

Turnkey projects revenue decreased significantly by 49.02% from ₹ 24,915.13 million in fiscal 2012 to ₹ 12,702.68 million in fiscal 2013. This decrease was attributable primarily to a significant decrease in the revenues which were recognized in fiscal 2013 as a result of only certain projects reaching a revenue recognition milestone as compared to fiscal 2012. In fiscal 2012 five projects were primarily responsible for a majority of the turnkey revenue: the Onshore Gas Terminal ("**OGT**") project for GSPC, the SPM sub-sea pipeline, booster pumping station and pipeline project for MRPL, the polyproplylene project for MRPL, the PFCC project for MRPL and the sulphur block project for MRPL. The revenue recognized from some of these projects in fiscal 2013 was significantly lower than that in fiscal 2012 owing to these projects nearing completion date. Additionally the decrease in revenue in fiscal 2013 was also because of a general decrease in the order flow of EPC projects and fewer large turnkey projects having been awarded, in each case, in the preceding years.

Other Income

Other income increased by 13.37% from ₹ 2,175.67 million in fiscal 2012 to ₹ 2,466.75 million in fiscal 2013. The increase in other income was attributable primarily to an increase in interest income on bank deposits from ₹ 1,588.20 million in fiscal 2012 to ₹ 1,804.50 million in fiscal 2013, capital gain on redemption on investments in mutual funds from ₹ 407.35 million in fiscal 2012 to ₹ 448.08 million in fiscal 2013 and increase in miscellaneous income from ₹ 45.88 million in fiscal 2012 to ₹ 90.87 million in fiscal 2013.

Expenditure

Our total expense decreased by 34.76% from ₹ 30,031.94 million in fiscal 2012 to ₹ 19,593.52 million in fiscal 2013. This significant decrease in total expenditure in fiscal 2013 was primarily on account of the decrease in technical assistance and subcontracts as well as a decrease in the procurement of construction materials and equipment. These decreases were attributable to the significant decrease in our income from turnkey projects which decreased by 49.02% from ₹ 24,915.13 million in fiscal 2012 to ₹12,702.68 million in fiscal 2013.

Technical Assistance and Subcontracts

Our expenses for technical assistance and subcontracts decreased by 24.91% from ₹ 6,726.83 million in fiscal 2012 to ₹ 5,051.24 million in fiscal 2013. This decrease was attributable primarily to the decrease in subcontracting costs associated with the decrease in level of construction activity on our turnkey projects compared to fiscal 2012.

Construction Materials and Equipment

Our expenses for construction materials and equipment decreased by 59.53 % from ₹ 15,165.34 million in fiscal 2012 to ₹ 6,137.27 million in fiscal 2013. This decrease was attributable primarily to the decreased costs incurred by us for procuring material and equipment compared to fiscal 2012 owing to major materials and equipment being procured at the initial phase of the turnkey projects which occurred in fiscal 2012.

Employee Benefits Expense

Our employee benefits expense increased by 6.63 % from ₹ 5,478.41 million in fiscal 2012 to ₹ 5,841.74 million in fiscal 2013. This increase was attributable primarily to an increase in the salaries and allowances from ₹ 4,455.75 million in fiscal 2012 to ₹ 4,627.46 million in fiscal 2013, an increase in our contributions towards our employee pension and provident funds and an increase in our contributions toward our superannuation scheme from ₹ 281.90 million in fiscal 2012 to ₹ 415.23 million in fiscal 2013. The increase in overall salary levels were due to annual increments and increases in dearness allowances.

Depreciation and Amortisation Expense

Our depreciation and amortization expense decreased by 41.65% from ₹ 196.90 million in fiscal 2012 to ₹ 114.90 million in fiscal 2013. This decrease was attributable primarily due to an additional charge in fiscal 2012 pursuant to a reassessment of the useful life of our assets as evaluated by the committee consisting of technical experts and approved by our management.

Facilities

Our facilities expenses decreased by 4.25% from ₹ 480.77 million in fiscal 2012 to ₹ 460.33 million in fiscal 2013. This decrease was attributable primarily to a decrease in expenses relating to miscellaneous repairs and maintenance from ₹ 300.64 million in fiscal 2012 to ₹ 232.7 million in fiscal 2013, which was offset in part by increases in office rent and increased expenditure for residential accommodation.

Corporate Costs

Our corporate costs decreased by 34.64% from ₹ 366.97 million in fiscal 2012 to ₹ 239.83 million in fiscal 2013. This significant decrease was attributable primarily to a decrease in expenses for advertisements for tenders etc. from ₹ 177.40 million in fiscal 2012 to ₹ 106.04 million in fiscal 2013 which was attributable to a significant decrease in turnkey projects activities in fiscal 2013, no expenditure due to foreign exchange fluctuations in fiscal 2013 as compared to ₹ 63.92 million for fiscal 2012, and a decrease in bank charges from ₹ 24.46 million in fiscal 2012 to ₹ 13.66 million in fiscal 2013. This decrease in expenses was offset in part by increases in expenses related to publicity from ₹ 5.87 million in fiscal 2012 to ₹ 21.60 million in fiscal 2013 and increases in legal and professional charges from ₹ 30.37 million in fiscal 2012 to ₹ 36.68 million in fiscal 2013.

Other Costs

Our other costs increased by 8.13% from ₹ 1,616.72 million in fiscal 2012 to ₹ 1,748.21 million in fiscal 2013. This increase was attributable primarily to an increase in the provision for doubtful debts and advances to ₹ 156.27 million in fiscal 2013 as compared to ₹ 2.50 million in fiscal 2012 which was offset in part by a decrease in miscellaneous expenses to ₹ 82.09 million in fiscal 2013 as compared to ₹ 122.56 million in fiscal 2012 which was attributable to a decrease in the amounts spent on our CSR activities for fiscal 2013 compared to that in fiscal 2012.

Profit for the year

For the reasons discussed above, profit for the year decreased by 12.78% from ₹ 9,333.32 million in fiscal 2012 to ₹ 8,140.92 million in fiscal 2013.

Profit after tax

Provision for taxes decreased by 17.67% from ₹ 2,892.78 million in fiscal 2012 to ₹ 2,381.64 million in fiscal 2013. This decrease was in line with our decreased profit for fiscal 2013 compared to fiscal 2012. Accordingly, profit after tax decreased 10.58% from ₹ 6,440.54 million in fiscal 2012 to ₹ 5,759.28 million in fiscal 2013.

Fiscal 2012 compared to Fiscal 2011

Income

Our total revenue increased by 31.78% from ₹ 29,872.31 million in fiscal 2011 to ₹ 39,365.26 million in fiscal 2012. The increase in revenue was attributable to a significant increase in the revenue from our turnkey projects with the revenue from consultancy and engineering services only increasing slightly compared to fiscal 2011.

Consultancy and Engineering Services

Consultancy and engineering services revenue increased by 6.65% from ₹ 11,509.59 million in fiscal 2011 to ₹ 12,274.46 million in fiscal 2012. This increase was attributable primarily to a general increase in the volume of engineering consultancy assignments executed by us.

Turnkey Projects

Turnkey projects income increased by 46.96% from ₹ 16,953.42 million in fiscal 2011 to ₹ 24,915.13 million in fiscal 2012. This increase in income was attributable primarily to a significant increase in the revenues which were recognized in fiscal 2012 as a result of certain projects reaching an advanced revenue recognition milestone as compared to fiscal 2011. In fiscal 2012 five projects were primarily responsible for a majority of the turnkey revenue: the OGT project for GSPC, the SPM sub-sea pipeline, the booster pumping station and pipeline project for MRPL, the polyproplylene project for MRPL, the PFCC Project for MRPL and the Sulphur Block project for MRPL. The revenue recognized from these projects in fiscal 2012 was significantly greater than that in fiscal 2011 owing to a greater percentage of the revenue being recognized from the projects listed in the preceding sentence as some of these large projects commenced in fiscal 2010 or fiscal 2011.

Other Income

Other income increased by 54.38% from ₹ 1,409.30 million in fiscal 2011 to ₹ 2,175.67 million in fiscal 2012. The increase in other income was attributable primarily to increase of interest income on bank deposits from ₹ 1180.26 million in fiscal 2011 to ₹ 1,588.20 million in fiscal 2012, increases in capital gain on redemptions on investments in mutual funds from ₹ 6.85 million in fiscal 2011 to ₹ 407.35 million in fiscal 2012, increase in dividend income from investments from ₹ 17.70 million in fiscal 2011 compared to ₹ 37.24 million in fiscal 2012. These increases were offset in part by a decrease in miscellaneous income from ₹ 100.65 million in fiscal 2011 compared to ₹ 45.88 million in fiscal 2012.

Expenditure

Our total expense increased by 36.46% from ₹ 22,008.36 million in fiscal 2011 to ₹ 30,031.94 million in fiscal 2012. This significant increase in total expenditure in fiscal 2012 was primarily on account of the increase in technical assistance and subcontracts as well was an increase in construction materials and equipment. These increases were attributable to the significant increase in our turnkey business which increased by 46.96% from ₹ 16,953.42 million in fiscal 2011 to ₹ 24,915.13 million in fiscal 2012.

Technical Assistance and Subcontracts

Our expenses for technical assistance and subcontracts increased by 3.73% from ₹ 6,485.02 million in fiscal 2011 to ₹ 6,726.83 million in fiscal 2012. This increase was attributable primarily due to the increased level of construction activity on our turnkey projects in fiscal 2012 compared to fiscal 2011.

Construction Materials and Equipment

Our expenses for construction materials and equipment increased by 86.79% from ₹ 8,118.92 million in fiscal 2011 to ₹ 15,165.34 million in fiscal 2012. This significant increase was attributable primarily to the significant increase in material and equipment costs incurred by us in fiscal 2012 compared to fiscal 2011 owing to an increased level of procurement activity in our turnkey projects.

Employee Benefits Expense

Our employee benefits expense increased by 4.55% from ₹ 5,240.05 million in fiscal 2011 to ₹ 5,478.41 million in fiscal 2012. This increase was attributable primarily to an increase in the salaries and allowances from ₹ 4,232.27 million in fiscal 2011 to ₹ 4,455.75 million in fiscal 2012, an increase in our contributions towards our employee pension and provident funds from ₹ 278.69 million in fiscal 2011 to ₹ 316.36 million in fiscal 2012 and an increase in our contributions toward our superannuation scheme from ₹ 193.20 million in fiscal 2011 to ₹ 281.90 million in fiscal 2012. The increase in overall salary levels were due to annual increments and increases in dearness allowances.

Depreciation and Amortisation Expense

Our depreciation and amortization expense increased by 35.69% from ₹ 145.11 million in fiscal 2011 to ₹ 196.90 million in fiscal 2012. This increase was attributable primarily to a higher depreciation being charged on fixed assets in fiscal 2012 compared to fiscal 2011. This was also attributable to a reassessment of the useful life of our assets as evaluated by the committee consisting of technical experts and approved by our management in fiscal 2012.

Facilities

Our facilities expenses increased by 38.14% from ₹ 348.04 million in fiscal 2011 to ₹ 480.77 million in fiscal 2012. This increase was attributable primarily to an increase in miscellaneous repairs and maintenance from ₹ 170.27 million in fiscal 2011 to ₹ 300.64 million in fiscal 2012. The increase in miscellaneous repairs and maintenance was attributable to an increase in repair/renovation expenditure on properties in Mumbai.

Corporate Costs

Our corporate costs increased by 12.35% from ₹ 326.63 million in fiscal 2011 to ₹ 366.97 million in fiscal 2012. This increase was attributable primarily to an increase in expenses for advertisements and tenders from ₹125.50 million in fiscal 2011 to ₹ 177.40 million in fiscal 2012, significant increase in foreign exchange fluctuation expenditure which was ₹ 63.92 million in fiscal 2012 as compared to nil in fiscal 2011. This increase in expenses was offset in part by decreases in filing fee from ₹ 12.48 million in fiscal 2011 to ₹ 0.25 million in fiscal 2012, decrease in legal and professional charges from ₹ 44.61 million in fiscal 2011 to ₹ 30.37 million in fiscal 2012 and a decrease in expenses related to publicity from ₹ 59.23 million in fiscal 2011 to ₹ 5.87 million in fiscal 2012.

Other Costs

Our other costs increased by 20.24% from ₹ 1,344.59 million in fiscal 2011 to ₹ 1,616.72 million in fiscal 2012. This increase was attributable primarily to, an increase in the provision for contractual obligations from ₹ 525.26 million in fiscal 2011 to ₹ 679.99 million in fiscal 2012 and an increase in miscellaneous expenses from ₹ 28.69 million in fiscal 2011 to ₹ 122.56 million in fiscal 2012. The increase in miscellaneous expenses was mainly attributable to an increase in the amounts being spent for our CSR activities for fiscal 2012 as compared to fiscal 2011.

Profit for the year

For the reasons discussed above, profit for the year increased by 18.68% from ₹ 7863.95 million in fiscal 2011 to ₹ 9333.32 million in fiscal 2012.

Profit after tax

Provision for taxes increased by 9.53% from ₹ 2,641.07 million in fiscal 2011 to ₹ 2,892.78 million in fiscal 2012. This increase was in line with our increased profit for fiscal 2012 compared to our profit for fiscal 2011. Accordingly, profit after tax increased 23.31% from ₹ 5,222.88 million in fiscal 2011 to ₹ 6,440.54 million in fiscal 2012.

Fiscal 2011 compared to Fiscal 2010

Income

Our total revenue increased by 36.38% from ₹ 21,903.26 million in fiscal 2010 to ₹ 29,872.31 million in fiscal 2011. The increase in revenue was attributable to a significant increase in revenue from our turnkey projects with the revenue from consultancy and engineering services remaining stable compared to fiscal 2010.

Consultancy and Engineering Services

Consultancy and engineering services revenue remained relatively stable with only a 7.55% increase from ₹ 10,701.60 million in fiscal 2010 to ₹ 11,509.59 million in fiscal 2011. The relative stability of the revenue from engineering and consultancy services in fiscal 2011 was attributable to our continued focus on the engineering and consultancy business.

Turnkey Projects

Turnkey projects revenue increased significantly by 80.65% from ₹ 9,384.66million in fiscal 2010 to ₹ 16,953.42million in fiscal 2011. This increase was attributable primarily to a significant increase in the revenues which were recognized in fiscal 2011 as compared to fiscal 2010 in respect the PFCCU and the SRU projects of MRPL.

Other Income

Other income decreased by 22.44% from ₹ 1,817.00 million in fiscal 2010 to ₹ 1,409.30 million in fiscal 2011. The decrease in other income was attributable primarily to an decrease in interest income on bank deposits from ₹ 1,493.18 million in fiscal 2010 to ₹ 1,180.26 million in fiscal 2011, decrease in capital gain on redemption on investments in mutual funds from ₹169.82 million in fiscal 2010 to ₹ 6.85 million in fiscal 2011 offset by an increase in miscellaneous income from ₹ 43.50 million in fiscal 2010 to ₹ 100.65 million in fiscal 2011.

Expenditure

Our total expense increased by 46.14% from ₹ 15,059.77 million in fiscal 2010 to ₹ 22,008.36 million in fiscal 2011. This significant increase in total expenditure in fiscal 2011 was primarily on account on the increase in technical assistance and subcontracts as well was an increase in the procurement of construction materials and equipment. These increases were attributable to the significant increase in our turnkey business which increased 80.65% from ₹ 9,384.66 million in fiscal 2010 to ₹ 16,953.42 million in fiscal 2011.

Technical Assistance and Subcontracts

Our expenses for technical assistance and subcontracts increased by 113.79% from ₹ 3,033.36 million in fiscal 2010 to ₹ 6,485.02 million in fiscal 2011. This increase was attributable primarily to the increase in subcontracting costs associated with the increase in our level of construction activity on our turnkey projects compared to fiscal 2010.

Construction Materials and Equipment

Our expenses for construction materials and equipment increased by 46.07% from ₹ 5,558.26 million in fiscal 2010 to ₹ 8,118.92 million in fiscal 2011. This significant increase was attributable primarily to the significant increase in material and equipment costs incurred by us in fiscal 2011 compared to fiscal 2010 owing to an increased level of procurement activity in our turnkey projects.

Employee Benefits Expense

Our employee benefits expense increased by 6.68 % from ₹ 4,911.87 million in fiscal 2010 to ₹ 5,240.05 million in fiscal 2011. This increase was attributable primarily to an increase in the salaries and allowances from ₹ 3,815.19 million in fiscal 2010 to ₹ 4,232.27 million in fiscal 2011, an increase in our contributions towards our employee pension and provident funds and an increase our staff welfare expenses from ₹ 314.22 million in fiscal 2010 to ₹ 489.86 million in fiscal 2011. The increase in overall salary levels were due to annual increments and increases in dearness allowances.

Depreciation and Amortisation Expense

Our depreciation and amortization expense increased by 7.35% from ₹ 135.17 million in fiscal 2010 to ₹ 145.11 million in fiscal 2011. This increase was attributable primarily to a depreciation charged on purchases of information technology equipment.

Facilities

Our facilities expenses increased by 15.37% from ₹ 301.68 million in fiscal 2010 to ₹ 348.04 million in fiscal 2011. This increase was attributable primarily to an increase in expenses relating to miscellaneous repairs and maintenance from ₹ 151.52 million in fiscal 2010 to ₹ 170.27 million in fiscal 2011 and an increases in our insurance expenses from ₹ 8.98 million in fiscal 2010 to ₹ 23.1 million in fiscal 2011.

Corporate Costs

Our corporate costs increased by 55.91% from ₹ 209.50 million in fiscal 2010 to ₹ 326.63 million in fiscal 2011. This significant increase was attributable primarily to an increase in expenses for advertisements for tenders from ₹ 92.76 million in fiscal 2010 to ₹ 125.50 million in fiscal 2011 which was attributable to a significant increase in turnkey projects activities in fiscal 2011 and a significant increase in the publicity cost from ₹ 3.65 million in fiscal 2010 to ₹ 59.23 million in fiscal 2011. There were also an increase in bank charges, filling fee and legal and professional charges.

Other Costs

Our other costs increased by 47.77% from ₹ 909.93 million in fiscal 2010 to ₹ 1,344.59 million in fiscal 2011. This increase was attributable primarily due to an increase in the provision for doubtful debts and advances to ₹ 54.87million in fiscal 2011 as compared to ₹ 8.49 million in fiscal 2010 and an increase in provision for contractual obligations to ₹ 525.26 million in fiscal 2011 as compared to ₹ 263.70 million in fiscal 2010.

Profit for the year

For the reasons discussed above, profit for the year increased by 14.91% from ₹ 6,843.49 million in fiscal 2010 to ₹ 7,863.95 million in fiscal 2011.

Profit after tax

Provision for taxes increased by 14.53% from ₹ 2,305.96 million in fiscal 2010 to ₹ 2,641.07 million in fiscal 2011. Profit after tax increased by 15.10% from ₹ 4,537.53 million in fiscal 2010 to ₹ 5,222.88 million in fiscal 2011. This increase was in line with our increased profit for fiscal 2011 compared to our profit for fiscal 2010.

Liquidity and Capital Resources

Our requirement for liquidity and capital primarily arises from our working capital requirements. Historically, we have relied on cash generated from operations for our working capital requirements.

Cash Flows

The following table sets out our consolidated and summarized cash flows for each of the periods indicated:

₹ in million

Particulars	Six months ended September 30, 2013	Year ended March 31,			
		2013	2012	2011	2010
Cash generated from operating activities	342.51	3,421.31	1,135.43	4,982.73	4,067.77
Cash generated (used in) from investment activities	1,110.24	(658.06)	693.79	(3,488.41)	3,089.75
Cash used in financing activities............................	(1,182.60)	(2,741.17)	(2,349.58)	(1,347.27)	(6,929.61)
Increase/(decrease) in cash and cash equivalents...	270.15	22.08	(520.36)	147.05	227.91

Operating activities

Six months ended September 30, 2013

Net cash generated from operating activities of ₹ 342.51 million for the six months ended September 2013 consisted of net profit before tax of ₹ 3,200.79 million, a net upward adjustment of non cash items of ₹ 48.07 million, a downward adjustment of income from investing activities of ₹ 1,147.79 million, downward adjustment on account of working capital charges of ₹ 614.08 million and downward adjustment of ₹ 1,144.48 million for payment of taxes.

The downward adjustment of ₹ 614.08 million in working capital was primarily due to an increase in loans and advances and other assets of ₹ 1,054.42 million, increase in trade receivables of ₹ 77.12 million. offset by a decrease in work in progress of ₹ 280.77 million and increase in liabilities and provisions of Rs.236.13 milion.

Fiscal 2013

Net cash generated from operating activities of ₹ 3,421.31 million for fiscal 2013 consisted of net profit before tax of ₹ 8140.92 million, a net upward adjustment of non cash items of ₹ 121.19 million, a downward adjustment of income from investing activities of ₹ 2,373.13 million, upward adjustment on account of working capital charges of ₹ 352.23 million and downward adjustment of ₹ 2,819.90 million for payment of taxes.

The upward adjustment of ₹ 352.23 million in working capital was primarily due to a decrease in loans and advances and other assets of ₹ 2,743.77 million offset primarily by a decrease in liabilities and provisions of ₹ 1719.81 million primarily due to lower turnkey business in fiscal 2013, increase in work in progress of ₹ 537.31 million and increase in trade receivables of ₹ 134.25 million.

Fiscal 2012

Net cash generated from operating activities of ₹ 1,135.43 million for fiscal 2012 consisted of net profit before tax of ₹ 9,333.32 million, a net upward adjustment of non cash items of ₹ 196.83 million, downward adjustment of income from investing activities of ₹ 2,128.71 million, downward adjustment on account of working capital of ₹ 3,041.97 million and downward adjustment of ₹ 3,224.04 million for payment of taxes.

The downward adjustment of ₹ 3041.97 million in working capital was primarily due to increase in loans and advances and other assets of ₹ 3,560.52 million due to a higher turnkey business, by decrease in liabilities and provisions of ₹ 1473.27 million primarily due to adjustment of income received in advance in earlier years and offset primarily by a decrease of work in progress of ₹ 1,995.79 million.

Fiscal 2011

Net cash generated from operating activities of ₹ 4,982.73 million for fiscal 2011 consisted of net profit before tax of ₹ 7863.95 million, a net upward adjustment of non cash items of ₹ 153.54 million, downward adjustment of income from investing activities of ₹ 1,289.49 million, upward adjustment on account of working capital of ₹ 964.26 million and downward adjustment of ₹ 2,709.53 million for payment of taxes.

The upward adjustment of ₹ 964.26 million in working capital was primarily due to a decrease in loans and advances and other assets of ₹ 435.26 million, an increase in liabilities and provisions to ₹ 2247.28 million due to higher turnkey business in fiscal 2011 and offset primarily by an increase in work in progress to ₹ 1,706.47

million.

Fiscal 2010

Net cash generated from operating activities of ₹ 4,067.77 million for fiscal 2010 consisted of net profit before tax of ₹ 6843.49 million, a net upward adjustment of non cash items of ₹ 137.92 million, downward adjustment of income from investing activities of ₹ 1,729.02 million, upward adjustment on account of working capital of ₹ 1198.15 million and downward adjustment of ₹ 2,382.77 million for payment of taxes.

The upward adjustment of ₹ 1,198.15 million in working capital was primarily due to increase in liabilities and provisions of ₹ 876.23 million, decrease in loan and advances and other assets of ₹ 564.97 million, offset in part by increase in trade receivable by ₹ 144.96 million and increase in work in progress by ₹ 96.84 million.

Investing Activities

Six months ended September 30, 2013

Net cash generated in investment activities for the six months ended September 30, 2013 was ₹ 1,110.24 million, primarily attributable to fixed deposit placed with banks of ₹ 1,177.42 million (net of adjustments) and interest received of ₹ 622.99 milion which was offset in part by purchases of investment in fixed maturity plans of mutual funds of ₹ 179.01 million (net of adjustments) and payment towards capital expenditure of ₹ 391.41 million.

Fiscal 2013

Net cash used in investment activities for fiscal 2013 was ₹ 658.06 million, primarily attributable to fixed deposit placed with banks of ₹ 2,034.42 million (net of adjustments) and payment towards capital expenditure of ₹ 799.08 million which was offset in part by redemption of investment in fixed maturity plans of mutual funds of ₹ 167.87 million (net of adjustments) as well interest received of ₹ 1,859.70 million.

Fiscal 2012

Net cash generated from investment activities for fiscal 2012 was ₹ 693.79 million, comprising primarily of interest on deposits received of ₹ 1,667.03 million, fixed deposit with banks for ₹ 134.05 million (net of adjustments) which was offset in part by purchase of investments in fixed maturity plans of mutual funds for an amount of ₹ 662.65 million (net of adjustments), including capital expenditure of ₹ 401.15 million and investment in liquid plans of mutual funds (net of adjustments) of ₹ 90.82 million.

Fiscal 2011

Net cash used in investment activities for fiscal 2011 was ₹ 3,488.41 million, comprising primarily of interest on deposits received of ₹ 1291.15 million and investment in liquid plans of mutual funds of ₹ 752.56 million (net of adjustments), offset in part by fixed deposit with banks for ₹ 397.13 million (net of adjustments), purchase of investments in fixed maturity plans of mutual funds for ₹ 4,893.15 million (net of adjustments) .and capital expenditure of ₹ 254.22 million.

Fiscal 2010

Net cash generated from investment activities for fiscal 2010 was ₹ 3,089.75 million, comprising primarily of interest on deposit received of ₹ 1,548.77 million, redemption in fixed maturity plans of mutual plans of ₹ 1,469.82 million (net of adjustments), which was offset in part by payments towards capital expenditure of ₹ 236.87 million and investments in liquid plans of mutual funds of ₹ 761.66 million.

Financing activities

Six months ended September 30, 2013

Net cash used in financing activities for the six months ended September 30, 2013 was ₹ 1,182.60 million comprising entirely of dividend payments.

Fiscal 2013

Net cash used in financing activities for fiscal 2013 was ₹ 2,741.17 million, comprising entirely of dividend payments.

Fiscal 2012

Net cash used in financing activities for fiscal 2012 was ₹ 2,349.58 million, comprising entirely of dividend payments.

Fiscal 2011

Net cash used in financing activities for fiscal 2011 was ₹ 1,347.27 million, comprising entirely of dividend payments.

Fiscal 2010

Net cash used in financing activities for fiscal 2010 was ₹ 6,929.61 million, comprising entirely of dividend payments.

Order Book

As of September 30, 2013 our Order Book comprising anticipated revenues from the unexecuted portions of existing contracts entered into by the Company (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) was ₹ 32323.90 million. The following table sets forth certain information relating to our Order Book as of September 30, 2013 by business segment:

Particulars	**As of September 30, 2013**	**%**
	(Rupees in millions)	
Consultancy and Engineering Projects Segment	17,494.50	54.12
Turnkey Projects Segment	14,829.40	45.88
Total	**32,323.90**	**100**

The following table sets forth certain information relating to our Order Book as of September 30, 2013 by different territories of our operations:

Particulars	**As of September 30, 2013**	**%**
	(Rupees in millions)	
Domestic Operations	30,533.80	94.46
International Operations	1,790.10	5.54
Total	**32,323.90**	**100**

Order Book information provided by us is not audited and does not necessarily indicate future earnings related to the performance of such contracts. If we do not achieve our expected margins or suffer losses on one or more of these contracts, this could reduce our income or cause us to incur a loss. Our competitors may not define Order Book in the same manner as us.

Although projects in our Order Book represent business that we consider firm, cancellations or scope adjustments may occur. Due to changes in project scope and schedule, we cannot predict with any certainty when or if the projects in our Order Book will be performed and will generate revenue. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or dispute the amounts owed to us. There may also be delays associated with collection of receivables from clients.

Investors are cautioned against placing undue reliance on the information relating to our Order Book included in this Prospectus. See sections "Risk Factors—The contracts in our Order Book may be adjusted, cancelled or suspended by our clients and, therefore, our Order Book is not necessarily indicative of our future revenues or earnings. Additionally, even if fully performed, our Order Book may not be a reliable indicator of our future gross margins."

Contractual obligations

The following table sets forth certain information relating to future payments due under known contractual commitments as of September 30, 2013, aggregated by type of contractual obligation:

(₹ Millions)

Particulars	Outstanding as of September 30, 2013	Payment due by March 31,			
		2014	2015	2016	2017 onwards
Long-term debt obligation		Nil	Nil	Nil	Nil
Capital Lease Obligations		Nil	Nil	Nil	Nil
Operating Lease Obligations		Nil	Nil	Nil	Nil
Purchase Obligations	6,414.92	4,830.40	1,544.51	24.33	15.68
Other long-term liabilities		Nil	Nil	Nil	Nil
Total	6,414.92	4,830.40	1,544.51	24.33	15.68

** Comprises purchase obligations to the extent not paid or provided for*

Contingent Liabilities and Commitments

Contingent liabilities and commitments as of September 30, 2013, included the following:

Particulars	As of September 30, 2013 Amount *(₹ in millions)*
Income Tax (Company)	105.14
Service Tax	32.34
Sales Tax	26.23
Claims against the Company not acknowledged as debt	474.05
Estimated amount of contracts remaining to be executed on capital account and not provided for:	746.22
Commitment under production sharing contract for E&P blocks	636.60
Guarantees given on behalf of Subsidiary	100.00
Guarantees given on behalf of Joint Venture	20.00

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with unconsolidated entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risks

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates, interest rates, and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and payables.

Foreign Currency Risk

We may enter into contracts that subject us to currency risk exposure, particularly because revenues from these contracts may be denominated in a currency different than the principal costs, which are incurred in principally in Indian Rupees. We may not enter into derivative instruments or hedging arrangements against foreign currency fluctuations. In the event of significant fluctuations between these foreign currencies and the Indian Rupee, our foreign currency risk exposure could limit our ability to realize profits from some of our international contracts.

Known Trends or Uncertainties

Other than as described in this Prospectus, particularly in the sections "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 18 and 265 respectively, to our knowledge, there are no trends or uncertainties that have or had or are expected to have a material adverse impact on our income from continuing operations.

Seasonality of Business

We do not believe our business to be seasonal. However, because a portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts.

Future Relationship between Costs and Income

Other than as described elsewhere in this section "Management's Discussion and Analysis of Financial Condition and Results of Operations", and in the section "Risk Factors" on page 265 and 18, to our knowledge, there are no known factors which will have a material adverse impact on our operations and finances.

Significant Dependence on a Single or Few Customers

In our Turnkey Projects segment, total income from a single client frequently contributes a significant portion of our segment income. This is due in part to the fact that most turnkey projects are high value with considerable amount of pass-through costs included in the computation of our segment income, as well as because revenues on these projects depend on the stage of completion they are in. In contrast, in the Consultancy and Engineering Services segment, it is uncommon for a client to contribute 22% or more of total income in the Consultancy and Engineering Services segment in any given fiscal. However, we may from time to time perform a number of engineering consultancy projects for a single client in the same fiscal, which may cause total income from that client to exceed 22% of our total income in the Consultancy and Engineering Services segment. In fiscal 2011, 2012, 2013 and in the six months ended September 30, 2013, revenues from our single largest client in the consultancy and engineering projects segments represented 23.55%, 15.32%, 14.24% and 30.25%, respectively, of our total income in these years.

Related Party Transactions

For details on related party transactions, please refer to the statement of consolidated related party transactions contained in Annexure XVI to our restated consolidated financial statements.

Competitive Conditions

We operate in competitive markets. In the hydrocarbon sector, we compete against U.S., European, Japanese and Korean engineering and construction companies or their regional operating entities as well other regional engineering and construction companies, including those in India. In the water and waste management, coal to liquid, oil and gas exploration, city gas distribution, power and gas based fertilizer segments, our competitors include various Indian engineering and international companies. Some of our competitors have greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively for large-scale project awards. Intense competition is expected to continue in these markets, presenting us with challenges in our ability to maintain growth rates and profit margins. For further details regarding our competitive conditions and our competitors, see the sections "Risk Factors" and "Business" on pages 18 and 113 respectively.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that are expected to impact our accounting policies or the manner of our financial reporting. However, the Institute of Chartered Accountants of India has formulated accounting standards (Ind AS) for the adoption of, and convergence of Indian GAAP with, IFRS which are yet to be implemented. Because there is lack of clarity on the adoption of and convergence with IFRS in terms of Ind AS and its date of implementation and there is not yet a body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting.

Significant developments after September 30, 2013 that may affect our future results of operations

Except as stated in this Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements as disclosed in this Prospectus which materially and adversely affect or are likely to affect, the operations or profitability of the Company, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

Except as stated in this Prospectus, there is no development subsequent to September 30, 2013 that we believe is expected to have a material impact on the reserves, profits, earnings per share and book value of the Company.

RECENT DEVELOPMENTS

Pursuant to a meeting of our Board on January 24, 2014, the Company has adopted and filed with the Stock Exchanges the Unaudited December 2013 Financial Results, as presented below, in accordance with the provisions of Clause 41 of the Equity Listing Agreement with the Stock Exchanges.

The Unaudited December 2013 Financial Results has been subjected to a limited review by the Auditors, M Verma & Associates. The presentation of the Unaudited December 2013 Financial Results, prepared in accordance with the provisions of Clause 41 of the Equity Listing Agreement with the Stock Exchanges, is not comparable to the presentation of our restated standalone and consolidated financial statements included elsewhere in this Prospectus. Furthermore, the Unaudited December 2013 Financial Results included below is presented in "lakhs" (1 lakh = 100,000) while the restated standalone and consolidated financial statements included elsewhere in this Prospectus are presented in millions. The Unaudited December 2013 Financial Results has not been restated in accordance with the SEBI ICDR Regulations, and may not be comparable to our restated standalone and consolidated financial statements included elsewhere in this Prospectus.

M. VERMA & ASSOCIATES
CHARTERED ACCOUNTANTS

1209, Hemkunt Chambers
89, Nehru Place, New Delhi-110019
Phone : 41078098, Telefax : 26211211
E-mail : mvermaassociates@yahoo.in
mvermaasso@gmail.com

LIMITED REVIEW REPORT OF INDEPENDENT AUDITORS ON STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

To,

The Board of Directors
ENGINEERS INDIA LIMITED
1, Bhikaiji Cama Place
New Delhi – 110 066

We have reviewed the accompanying statement of unaudited financial results of ENGINEERS INDIA LIMITED for the quarter and nine months ended 31st December 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have neither been reviewed nor been audited by us. The statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialed by us for identification purpose. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the statement has not been prepared in all material respect in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211 (3C) of the Companies Act, 1956 and other recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **M. VERMA & ASSOCIATES**
Chartered Accountants
FRN – 501433C

Mohender Gandhi
(Partner)
Membership No. 088396

Place: New Delhi
Dated: 24th January, 2014

ENGINEERS INDIA LIMITED

Regd. Office: 1, Bhikaiji Cama Place, New Delhi-110066
UNAUDITED FINANCIAL RESULTS (PROVISIONAL)
FOR THE QUARTER ENDED 31st DECEMBER, 2013

PART I

(₹ In Lakhs)

Sl. No.	Particulars	STANDALONE					
		QUARTER ENDED			NINE MONTHS ENDED		FINANCIAL YEAR ENDED
		31-Dec-13	30-Sep-13	31-Dec-12	31-Dec-13	31-Dec-12	31-Mar-13
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	**Income from operations**						
	a) Net Sales/ Income From Operations	42039.51	46518.07	60476.91	132876.32	199249.42	250596.70
	b) Other Operating Income	-	-	-	-	-	-
	Total income from operations (net)	**42039.51**	**46518.07**	**60476.91**	**132876.32**	**199249.42**	**250596.70**
2.	**Expenses**						
	a) Cost of materials consumed	-	-	-	-	-	-
	b) Purchases of stock-in-trade	-	-	-	-	-	-
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-	-
	d) Employee benefits expense	15292.98	14531.94	14438.77	44528.81	43778.59	57655.90
	e) Depreciation and amortisation expense	273.73	223.42	241.65	742.63	835.98	1087.00
	f) Other expenses						
	I) Sub-Contract payment	8985.27	6258.39	8717.84	24894.90	40145.19	50261.88
	II) Construction material	2624.78	11669.29	19243.92	16687.50	53065.17	61371.96
	III)Other expenses	5246.02	5204.62	4965.64	16373.33	17183.43	22768.25
	Total expenses	**32422.78**	**37887.66**	**47607.82**	**103227.17**	**155008.36**	**193144.99**
3.	**Profit from Operations before Other Income, finance costs & Exceptional items (1-2)**	**9616.73**	**8630.41**	**12869.09**	**29649.15**	**44241.06**	**57451.71**
4.	Other Income	10836.37	8281.17	6692.85	25921.17	21117.03	31642.17
5.	**Profit from ordinary activities before finance cost & Exceptional Items (3+4)**	**20453.10**	**16911.58**	**19561.94**	**55570.32**	**65358.09**	**89093.88**
6.	Finance costs	0.00	0.00	0.00	0.07	12.46	0.18
7.	**Profit from ordinary activities after finance cost but before Exceptional Items (5-6)**	**20453.10**	**16911.58**	**19561.94**	**55570.25**	**65345.63**	**89093.70**
8.	Exceptional items	-	-	-	-	-	-
9.	**Profit from Ordinary Activities before tax (7-8)**	**20453.10**	**16911.58**	**19561.94**	**55570.25**	**65345.63**	**89093.70**
10.a	Provision for Taxation	5526.85	5008.17	6552.49	16958.39	22047.72	28445.61
10.b	Short/ (Excess) Provision for earlier years	-	-	-	-	0.72	1.36
10.c	Provision for Deferred Tax Liability/(Asset) including earlier years adjustment	1426.10	717.06	(223.59)	990.75	(1489.81)	(2210.82)
11.	**Net Profit from Ordinary Activities after tax (9-10)**	**13500.15**	**11186.35**	**13233.04**	**37621.11**	**44787.00**	**62857.55**
12.	Extraordinary Items (net of tax expense)	-	-	-	-	-	-

Sl. No.	Particulars	STANDALONE					
		QUARTER ENDED			NINE MONTHS ENDED		FINANCIAL YEAR ENDED
		31-Dec-13	30-Sep-13	31-Dec-12	31-Dec-13	31-Dec-12	31-Mar-13
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
13.	**Net Profit for the period (11-12)**	**13500.15**	**11186.35**	**13233.04**	**37621.11**	**44787.00**	**62857.55**
14.	**Paid-up equity share capital (Face Value of ₹ 5/-)**	**16846.84**	**16846.84**	**16846.84**	**16846.84**	**16846.84**	**16846.84**
15.	Reserves excluding Revaluation Reserves	-	-	-	-	-	206907.80
16.	**Earning Per Share (EPS)**						
	i) Basic & diluted EPS before Extraordinary items in ₹	**4.01**	**3.32**	**3.93**	**11.17**	**13.29**	**18.66**
	ii) Basic & diluted EPS after Extraordinary items in ₹	**4.01**	**3.32**	**3.93**	**11.17**	**13.29**	**18.66**
PART II							
A	**PARTICULARS OF SHAREHOLDING**						
1.	Public Shareholding						
	--Number Of Shares	66036060	66036060	66036060	66036060	66036060	66036060
	--Percentage of Share holding	19.599%	19.599%	19.599%	19.599%	19.599%	19.599%
2.	Promoters and Promoter group Shareholding						
	a) Pledged/ Encumbered						
	-- Number of Shares	-	-	-	-	-	-
	-- Percentage of Shares (as a % of the total shareholding of promoter and	-	-	-	-	-	-
	promoter group)						
	-- Percentage of Shares (as a % of the total share capital of the company)	-	-	-	-	-	-
	b) Non- encumbered						
	-- Number of Shares	270900540	270900540	270900540	270900540	270900540	270900540
	-- Percentage of Shares (as a % of the total shareholding of promoter and	100%	100%	100%	100%	100%	100%
	promoter group)						
	-- Percentage of Shares (as a % of the total share capital of the company)	80.401%	80.401%	80.401%	80.401%	80.401%	80.401%

	Particulars	**Three months ended**					
		31-Dec-13					
B	**INVESTOR COMPLAINTS**	**IN NUMBERS**					
	Pending at the beginning of the quarter	0					
	Received during the quarter	38					
	Disposed of during the quarter	38					
	Remaining unresolved at the end of the quarter	0					

NOTES:

1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 24/01/2014.

2 The Auditors of the Company have carried out "Limited Review" of the above financial results.

3 *"Engineers India Limited is proposing, subject to market conditions and other considerations, a further public offer of its equity shares through an offer for sale by Government of India through the Ministry of Petroleum and Natural Gas and has filed a draft red herring prospectus with the Securities and Exchange Board of India. The draft red herring prospectus is available on the website of SEBI at www.sebi.gov.in and the websites of the book running lead managers at www.icicisecurities.com, www.idfccapital.com and www.investmentbank.kotak.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk factors" of the draft red herring prospectus."*

"*The Equity Shares of Engineers India Limited have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the U.S. and may not be offered or sold in the U.S. except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. EIL does not intend to make a public offer of its securities in the U.S.*"

By Order of the Board
For Engineers India Limited

Ram Singh
Director (Finance)

Place: New Delhi
Dated: 24th January, 2014

ENGINEERS INDIA LIMITED

Regd. Office: 1, Bhikaiji Cama Place, New Delhi-110066
UNAUDITED FINANCIAL RESULTS (PROVISIONAL)
FOR THE QUARTER ENDED 31st DECEMBER, 2013

Segment wise Revenue, Results and Capital Employed

(₹ In Lakhs)

	STANDALONE					
Particulars	**QUARTER ENDED**			**NINE MONTHS ENDED**		**FINANCIAL YEAR ENDED**
	31-Dec-13	**30-Sep-13**	**31-Dec-12**	**31-Dec-13**	**31-Dec-12**	**31-Mar-13**
	(Unaudited)	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Audited)**
Segment Revenue						
Consultancy & Engineering Projects	28427.25	26189.54	28955.00	84531.62	93158.45	123423.53
Turnkey Projects	13612.26	20328.53	31521.91	48344.70	106090.97	127173.17
Total	**42039.51**	**46518.07**	**60476.91**	**132876.32**	**199249.42**	**250596.70**
Segment Profit from operations						
Consultancy & Engineering Projects	10461.73	9048.46	12017.32	31235.10	39346.58	52704.81
Turnkey Projects	674.14	1379.09	2409.40	3083.09	9530.39	11047.67
Total (a)	**11135.87**	**10427.55**	**14426.72**	**34318.19**	**48876.97**	**63752.48**
Prior period adjustments	19.32	267.02	0.00	283.50	0.00	427.75
Interest	0.00	0.00	0.00	0.07	12.46	0.18
Other un- allocable expenditure	1499.82	1530.12	1557.63	4385.54	4635.91	5873.02
Total (b)	**1519.14**	**1797.14**	**1557.63**	**4669.11**	**4648.37**	**6300.95**
Other Income (c)	**10836.37**	**8281.17**	**6692.85**	**25921.17**	**21117.03**	**31642.17**
Profit Before Tax (a-b+c)	**20453.10**	**16911.58**	**19561.94**	**55570.25**	**65345.63**	**89093.70**
Capital Employed *****	261375.75	247875.60	229191.51	261375.75	229191.51	223754.64

*****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.

In Turnkey Projects of the company, margins do not accrue uniformly during the year. Hence, the financial performance of the segments can be discerned only on the basis of the figures for the full year.

By Order of the Board
For Engineers India Limited

Ram Singh
Director (Finance)

Place: New Delhi
Dated: 24th January, 2014

STOCK MARKET DATA FOR EQUITY SHARES OF THE COMPANY

Our Equity Shares are listed on the Stock Exchanges. As our Equity Shares are actively traded on the Stock Exchanges, the Company's stock market data have been given separately for each of these Stock Exchanges, which is based on the closing prices on each of the Stock Exchanges.

The high and low closing prices recorded on the Stock Exchanges for the preceding three years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below. In the event that the high or low price for a given period is observed for more than one day, the day when maximum trading took place has been considered for providing the below mentioned information.

BSE

Year ending March 31	High (₹.)	Date of High	Volume on date of high (no. of shares)	Low (₹.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year (₹.)
2013	264.35	April 4, 2012	18,308	151.8	March 25, 2013	23,918	225.22
2012	315.5	April 5, 2011	55,359	197.9	December 20, 2011	14,476	257.91
April 1, 2010 to May 5, 2010*	2,484.25	April 21, 2010	28,496	2,222.3	April 6, 2010	12,197	2,365.52
May 6, 2010 to March 31, 2011*	497.05	May 7, 2010	2,985,268	273.55	January 28, 2011	36,113	330.885931

Source: www.bseindia.com

** Kindly note that Fiscal 2011 has been split into two periods: April 1, 2010 to May 5, 2010, being the pre split and bonus period and May 6, 2010 to March 31, 2011, being the post split and bonus period.*

NSE

Year ending March 31	High (₹.)	Date of High	Volume on date of high (no. of shares)	Low (₹.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year (₹.)
2013	265.05	April 4, 2012	43,991	150.75	March 25, 2013	630,793	225.35
2012	316.25	April 5, 2011	228,751	199.3	December 20, 2011	110,786	257.91
April 1, 2010 to May 5, 2010*	2,487.35	April 21, 2010	68,327	2,221.7	April 6, 2010	27,020	2,367.35
May 6, 2010 to March 31, 2011*	495.35	May 7, 2010	5,089,295	272.85	January 28, 2011	116,604	331.040043

Source: www.nseindia.com

** Kindly note that Fiscal 2011 has been split into two periods: April 1, 2010 to May 5, 2010, being the pre split and bonus period and May 6, 2010 to March 31, 2011, being the post split and bonus period.*

The details relating to the high and low prices recorded on the Stock Exchanges for the six months preceding the date of filing of the Prospectus, the volume of Equity Shares traded on the days the high and low prices were recorded, average price of our Equity Shares during each such month, the volume of Equity Shares traded during each month and the average number of Equity Shares traded during such trading days, are stated below:

BSE

Month	High (₹.)	Date of High	Volume on date of high (no. of shares)	Low (₹.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month (₹.)*	Volume (no. of shares)	No. of Trading Days	Average no. of shares traded during trading days
January 2014	166.75	January 1, 2014	14,225	145.8	January 31, 2014	14,345	156.34	959,896	23	41,734.609
December	169.7	December	60,302	156.1	December	20,187	165.62	1,016,755	21	48,416.905

Month	High (₹.)	Date of High	Volume on date of high (no. of shares)	Low (₹.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month (₹.)*	Volume (no. of shares)	No. of Trading Days	Average no. of shares traded during trading days
2013		12, 2013			4, 2013					
November 2013	183.65	November 5, 2013	71,454	154.1	November 27, 2013	20006	168.82	594,833	20	29,741.65
October 2013	176.7	October 23, 2013	149,888	169.7	October 15, 2013	15320	172.00	903,880	21	43,041.905
September 2013	175.7	September 12, 2013	270,836	130.9	September 3, 2013	15,946	163.93	1466287	20	73,314.35
August 2013	138.8	August 14, 2013	278,432	123.9	August 7, 2013	35,043	129.16	789634	20	39,481.7

Source: www.bseindia.com

NSE

Month	High (₹.)	Date of High	Volume on date of high (no. of shares)	Low (₹.)	Date of Low	Volume on date of low (no. of shares)	Average price for the month (₹.)*	Volume (no. of shares)	No. of Trading Days	Average no. of shares traded during trading days
January 2014	166.9	January 1, 2014	59,594	145.95	January 31, 2014	120,651	156.37	4,210,871	23	183,081.35
December 2013	169.95	December 12, 2013	135,976	155.45	December 4, 2013	61,751	165.69	4,316,612	21	205,552.95
November 2013	184	November 5, 2013	202,309	153.85	November 27, 2013	64,695	168.72	3,372,872	20	168,643.6
October 2013	177.3	October 23, 2013	82,149	169.65	October 15, 2013	43,158	172.09	2,208,897	21	105,185.57
September 2013	175.45	September 12, 2013	648,921	130.15	September 3, 2013	47,303	163.90	4,674,038	20	233,701.9
August 2013	137.65	August 14, 2013	766,862	123.35	August 7, 2013	116,041	129.05	2,495,089	20	124,754.45

Source: www.nseindia.com

*Arithmetic average of closing prices of all trading days during the said period

The closing price was ₹ 139.65 on BSE on July 10, 2013, the trading day immediately following the day on which GoI approved the Offer.

The closing price was ₹ 139.50 on NSE on July 10, 2013, the trading day immediately following the day on which the GoI approved the Offer.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against the Company, Subsidiaries and Directors. Further, except as disclosed below, there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by the Company, proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part 1 of Schedule XIII of the Companies Act) other than unclaimed liabilities of the Company or Subsidiaries and no disciplinary action has been taken by SEBI or any stock exchanges against the Company, Subsidiaries or Directors. Unless stated to the contrary, the information provided below is as of the date of this Prospectus.

I. Litigation involving the Company

A. Outstanding litigation and proceedings initiated against the Company

Proceedings Initiated by SEBI

The Company received a letter from SEBI (CFD/DCR/RC/TO/20949/04) dated September 20, 2004 in relation to violations in certain years of provisions of the Takeover Code as detailed below:

a) For the year 1997, violation of Regulations 6(2) and 6(4) of the Takeover Code i.e. non-disclosure (within three months from the date of notification of the Takeover Code) of the aggregate holding of each person who held more than 5% equity shares or voting rights in the Company and non-disclosure of details of promoters and persons in control to the BSE, the NSE and the Delhi Stock Exchange;

b) For the years 1998, 1999, 2000 and 2001, violation of Regulation 8(3) i.e. non-disclosure (within 30 days of the financial year ending March 31) the number and percentage of voting rights held by promoters, persons in control and persons holding more than 15% of the equity shares or voting rights of the Company to the BSE and the NSE and additionally the Delhi Stock Exchange for the years 2000 and 2001; and

c) For the years 1999, 2000, 2001 and 2002, Regulation 8(3) i.e. non-disclosure (within 30 days of the record date of the Company for the purposes of declaration of dividend) the number and percentage of voting rights held by a promoter, persons in control and persons holding more than 15% of the equity shares or voting rights of the Company to the BSE and the NSE and additionally the Delhi Stock Exchange for the years 2000, 2001 and 2002).

In connection with the above violations, the letter specified that an adjudicating officer had been appointed and that further the SEBI had decided to consider a request for consent order in the event the Company was willing to pay an amount of ₹ 0.25 million as penalty. The Company, by its letter dated October 26, 2004, has replied to this notice stating that it is a public sector undertaking and there has been no change in shareholding pattern from 1997 which falls under Regulation 6(2) and 6(4) of the Takeover Code and thereby requested the SEBI to relook into the penalty and waive/reduce the amount. No further communication has been received from SEBI in this regard.

Civil Suits

1. Maharani Guest House Private Limited ("**MGHPL**") filed a civil suit (no. 1377 of 2002) against the Company before the High Court of Delhi praying for an amount of ₹ 2.06 million along with interests as costs towards the luxury tax amount that MGHPL paid in relation to the guest house that was licensed to the Company for its exclusive use as per license agreements dated January 14, 1995 and April 22, 1998. In the suit, MGHPL alleged that though it was the Company's responsibility, the Company failed to pay for the taxes on bills issued to MGHPL with regard to the room rent, water, electricity, telephone and others facilities since November 1, 1996. The Company has filed a written statement cum counter claim. The matter is currently pending.

2. Mr. Balbir Singh has filed an appeal (RSA 654 of 2012) against the Company and others before the High Court of Himachal Pradesh against the order of the Additional District Judge at Kangra rejecting his first appeal against the order of the Civil Judge. The appellant had initially filed a civil suit (no. 161 of 2007) against the Company and others alleging that the other defendants had wrongly recorded his date of birth. He prayed that the Company may be directed to change the date in the service record. However, the Civil Judge, by its order dated November 22, 2011 dismissed his claim and the Additional District Judge, on appeal, by its order dated August 5, 2012 dismissed his appeal. Therefore, the appellant has filed this second appeal praying that the orders be set aside. The matter is currently pending.

3. Mr. Banshi Lal filed a civil writ petition (C.W.P. no. 2442 of 2006) against the Company and another before the High Court of Punjab and Haryana, Chandigarh alleging that the date of his initial demand notice was changed in the course of the transfer of the forum which was to decide the dispute. As no action had been taken to correct the date, he prayed for a writ of mandamus to correct the same from September 3, 1998 to December 1, 1997. The Company filed a written statement in this regard. The matter is currently pending.

4. Mr. Banshi Lal filed a civil original contempt petition (no. 1001 of 2006) against Mr. A.K. Vanaik, in his capacity as the then deputy general manager (human resources and legal) of the Company before the Punjab and Haryana High Court, Chandigarh, under Section 12 of the Contempt of Courts Act, 1971. In the petition Mr. Lal alleged that the Company failed to comply with the order of the Punjab and Haryana High Court, Chandigarh, dated July 4, 2003 whereby the award of reinstatement and payment of back wages awarded to Mr. Banshi Lal by the Labour Court, Panipat had been stayed and the Company had been directed to continue making payments under Section 17B of the Industrial Disputes Act, 1947. Accordingly, Mr. Lal sought adequate punishment to be imposed on the Company for failure to make the requisite payments. The Company has filed its written statement and the matter is currently pending.

5. Mr. A.P. Verma and others have filed a writ petition (W.P. no. 3125 of 2003) against the Company, before the High Court of Delhi, alleging illegal and arbitrary action by the Company's continued refusal in giving industrial dearness allowance pattern of pay-scales, with effect from a previous date. The petitioners have prayed for a writ for certiorari directing the Company to switch their pay scales and calculate the payment due on the basis of the Industrial Dearness Allowance with effect from a previous date and/ or on a prospective basis. The Company has filed its counter affidavit and the matter is currently pending.

6. Mr. Mohan Chandra Naik has filed a writ petition (OJC no. 4946 of 2001) against the Company before the High Court of Orissa challenging the termination order passed in pursuant to disciplinary proceedings against him. He has alleged that the Company terminated his employment without following the principles of natural justice. Therefore, he has prayed for quashing of the termination order and claimed reinstatement with consequential benefit. The matter is currently pending.

7. Mr. Narendra Kumar Bansal has filed an L.P. appeal (No. 571 of 2008) before the High Court of Delhi against the order of the single judge dated August 12, 2008 for reinstatement of his employment with the Company. The appellant has claimed that the order of the court was, among other things, in violation of the principles of natural justice, arbitrary and illegal. Therefore, the appellant has filed this present appeal praying for setting aside the termination order and the order of the High Court and reinstatement of employment. The matter is currently pending.

8. Mr. S. B. Sharma has filed an appeal (RSA 228 of 2011) before the High Court of Delhi against the order of the Additional District Judge, Tis Hazari, Delhi dated September 29, 2011 rejecting his first appeal against the order of the Civil Judge. The appellant had initially filed a civil suit (Suit no.67 of 1995) against the Company, alleging that the order of the company, striking of his name from the rolls of the company in view of his prolonged absence in illegal. He prayed that the Company be directed to reinstate him with back wages and continuity of service. The Court of Civil Judge, Delhi dismissed his suit and on appeal his first appeal was dismissed. Therefore, the appellant has filed this second appeal praying that order of the Additional District Judge be set aside. The matter is currently pending.

9. Mr. N. S. Baxi has filed an appeal (RCA no. 10/13) against the Company and another before the court of the District Judge, Delhi against the order dated March 14, 2013 passed by the Civil Judge, Tiz Hazari, Delhi. The appellant had initially filed a civil suit (suit no.502 of 1985) against the Company seeking a restraining order on the company from striking of his name from the rolls of the Company in view of his prolonged absence. Subsequently on his name being struck off the rolls of the Company, the appellant amended his suit but the Court of Civil Judge dismissed his suit on the preliminary issue of maintainability of the suit. The appellant has filed this appeal praying that the order of the Civil Judge be set aside and the suit be restored. The matter is currently pending.

10. Mr. Ashok Goyal has filed an appeal (Civil Appeal no. 136 of 2011) against the Company and others before the District Judge, Bathinda against the order of the court of Additional Civil Judge (Senior Division), Bathinda dated August 26, 2011. The appellant, an ex-employee of the Company, has filed this suit claiming the benefits under the 'Voluntary Retirement Scheme', alleging that the one of the defendants had not released the full benefits of the scheme. After being relieved from his services, the appellant filed a suit alleging that one of the defendants had not paid the benefits of the Voluntary Retirement Scheme for the period of service with the Company. The suit was dismissed by an order dated August 26, 2011. Therefore, the appellant has filed this appeal praying to set aside the order dismissing his suit. The matter is currently pending.

11. Mr. D. S. Rawat had filed a writ petition (WP (C) No. 13022 of 2005) before the High Court of Delhi challenging the order of the Company withdrawing the promotion awarded to him. In June 2009, the petitioner has made an application for withdrawal of the writ petition. The matter is currently pending.

12. Engineers India Limited Association has filed a claim (ID No. 32 of 2012) against the Company before the Labour Court cum Industrial Tribunal. The claimant has alleged that the pay scale given to then on regularisation is not as per the manner in which the pay scale was offered to the employees regularised earlier. Therefore, the claimant has prayed for parity of pay and grade to the 15 employees regularised subsequently 2003 with the already regularised 25 employees who were regularised in the year 2000. The matter is currently pending.

13. M/s. Suvidha Engineers India Private Limited has filed a suit for permanent injunction (CS (OS) No. 64 of 2012) against the Company and another before the High Court of Delhi. The plaintiff has alleged that the defendant has not accepted the tender of the plaintiff in relation to electrical work, heating ventilation and air conditioning work and is seeking to encash the bank guarantee of the plaintiff amounting to ₹ 3.61 million. Therefore, the plaintiff has prayed for a decree of permanent injunction restraining the defendant from encashing the bank guarantee. The court had, by its order dated January 9, 2012, directed the Company to maintain status quo with regard to invocation of the bank guarantee. The Company has filed a reply claiming that the suit is infructuous because the Company had already encashed the bank guarantee before the order of the Court. In light of the reply, the plaintiff has filed an application (IA 4788 of 2013) for amending its suit for recovery of the bank guarantee amounting to ₹ 3.61 million along with interest. Our Company has filed its reply to the application. The matter is currently pending.

14. Mr. Md. Nurul Hoque has filed a money suit (No. 01 of 2012) against the Company and others before the Civil Judge, Bongaigaon. The plaintiff has alleged that although he was assigned and has executed the job of providing monsoon protection sheds the defendants have not accepted his demand for payment on account of excess services provided, amounting to ₹ 5.03 million. Therefore, he has filed this suit for recovery of this amount along with interest and costs. The Company has filed its reply. The matter is currently pending.

15. Paltech Cooling Towers and Equipment Limited has filed a suit (CS (OS) 369 of 2012) against the Company and others before the High Court of Delhi alleging that the tender for appointment of an agency for the design, engineering, supply, installation and commissioning of a cooling tower and cooling water treatment plant was arbitrarily awarded to the other defendant without giving the plaintiff the benefit of price preference up to 15% over the quotation of large scale units, thereby resulting in a loss of profit and future business. Therefore, the plaintiff has filed this present suit praying for a decree amounting to ₹ 20 million along with interest and cost. The Company has filed its reply. The matter is currently pending.

16. Mr. S.M. Aslam has filed civil suits (No. 659 of 2012 and 663 of 2012) against the Company and others before the District Judge, Delhi. The plaintiff alleges that he was appointed for carrying out certain measurement works in relation to the construction activities being carried out in the New Delhi municipal area. While the plaintiff alleges that he has completed the job assigned, his request for revision of rates of the labor/workers as per the provisions of the minimum wages rates as applicable to Delhi were not acceded to. Therefore, the plaintiff has filed this suit for recovery of ₹ 2.27 million along with interest from the other defendants. The Company has filed its reply. The matter is currently pending.

17. M/s. A.D. Singh & Sons have filed a money suit (No. 21 of 2013) against the Company, the Chairman and Managing Director, in his official capacity and others before the Civil Judge, Dibrugarh. The plaintiff was awarded the letter of intent for construction of CCR building. However, the plaintiff has alleged that post completion of a substantial portion of work, the defendant has not paid the three bills raised by the plaintiff amounting to ₹ 9.70 million. Therefore, the plaintiff has filed this suit claiming the amount along with interest. The Company has filed its reply. The matter is currently pending.

18. Haldia Petrochemicals Limited has filed an arbitration application (AP No. 267 of 2013) against the Company before the High Court of Calcutta under section 34 of the Arbitration and Conciliation Act, 1996 challenging the award of the arbitral tribunal dated December 15, 2012. The Company had filed its claim for an amount of ₹ 373.29 million along with interest under the engineering, procurement and management contract. By an order dated December 15, 2012, the arbitral tribunal upheld the claim of the Company amounting to ₹ 373.29 million along with interest. The petitioner has filed this application challenging this order of the arbitral tribunal on the grounds that, inter alia, it adjudicates upon disputes outside its scope, is perverse and does not take into account other documents and praying that the order be set aside. The matter is currently pending.

19. TEMA India Limited has filed an arbitration application (OMP No. 239 of 2013) against the Company before the High Court of Delhi under section 34 of the Arbitration and Conciliation Act, 1996 challenging the award of the arbitral tribunal dated October 22, 2012. The arbitral tribunal had allowed the claim of the Company amounting to ₹ 29.93 million along with interest on account of price reduction on the purchase order due to delay in furnishing the heat exchangers. Therefore, the petitioner has filed this application challenging this award on the grounds that it is erroneous and the arbitrator exceeded his jurisdiction and praying that the Court set aside the order of the arbitral tribunal. The Company has filed its reply, contending that the present application is not maintainable on account of delay and the application seeking condonation of delay is not maintainable. The matter is currently pending.

20. Shiv Naresh Sports Private Limited had filed an arbitration application (No. 503 of 2012) against the Company before the High Court of Delhi for appointment of an arbitrator in relation to the alleged dispute arising out of the agreement dated February 22, 2010 for providing and laying of IAAF approved synthetic athletic track surface for the Commonwealth Games 2010 at North Campus, Delhi University. The Company has filed its reply and following arguments, the High Court, by its order dated August 13, 2013, appointed an arbitrator to decide on the issues raised by the petitioner. The Company has received a notice dated August 30, 2013 from the Delhi International Arbitration Centre for initiation of arbitration proceedings. Further to that, the applicant has filed a statement of claim. The matter is currently pending.

21. Mr. S. K. Jain has filed a writ petition (No.7041 of 2013) against the Company and another before the High Court of Delhi challenging the order passed by the Company placing Mr. S.K. Jain on negative list for an indefinite period from February 4, 2013. The petitioner has claimed, *inter alia,* that the Company has no authority to take such action against the petitioner. Therefore, the petitioner has prayed that the order be set aside. The matter is currently pending.

22. Mr. Pramod Kumar Sharma (through legal representative) has filed a special leave petition against State of Haryana and others before the Supreme Court of India against the order of the High Court of Punjab and Haryana at Chandigarh dated May 23, 2011. The petitioners had challenged the notification issued by the Haryana Urban Development Authority under section 4 and 6 of the Land Acquisition Act, 1894 for acquisition of land in some villages in Gurgaon, including the petitioner's land for our Company. The petitioners have alleged that due procedure as required by law have not been complied with and the petitioners have suffered discrimination in the matter of release of their land. The High

Court dismissed the challenge of the petitioners against which the petitioners have filed this present claim, praying that the order be stayed and the petitioners not be displaced from their land. The matter is currently pending.

23. M/s Mathews Daniel Limited has filed a civil suit against the Company before the High Court of Delhi for recovery of US $ 97,813 i.e., ₹ 5,389,000 as the alleged amount due to the plaintiff for the services carried out by the plaintiff for the Company in respect of marine warranty survey of a project during the period of May 2005 to October 2005 along with interest at the rate of 18% from May 14, 2010. The matter is currently pending.

24. 14 cases have been filed by various individuals (including contract labourers) and are currently pending against the Company before different various forums, including the labour courts and High Courts in India. In their petitions, the individuals mainly allege illegal termination of their services by the Company, *inter alia* praying for continuity and reinstatement of their services with back wages and other consequential benefits and costs.

Consumer Complaints

1. Mr. Sarwan Singh Reen has filed an appeal against the Company and another before the Jammu and Kashmir State Consumer Disputes Redressal Commission, Jammu against the judgment of the District Consumer Forum dated April 30, 2013. The appellant had initially filed two consumer complaints (No. 243/OFT and No. 21/OFT) before the District Consumer Forum of Jammu, the former naming the Company as the sole opposite party and the latter including the Company along with Gas Authority of India Limited as defendants, respectively for non payment of legal entitlement dues under the Industrial Disputes Act, 1947. The appellant has argued that the clubbing of two separate cases, one against the Company and the other against M/s. GAIL India Limited, and disposing them off together was erroneous. Therefore, the appellant has filed this appeal praying that the judgement of the District Consumer Forum be set aside and the two cases be decided separately on merits. The matter is currently pending.

Arbitration Proceedings

1. Haldia Petrochemicals Limited has filed an arbitration petition against the Company before the arbitration tribunal in relation to the dispute arising out of the engineering, procurement and construction services contract. The claimant had initially prayed for a sum of ₹ 5,640.70 million, which was subsequently revised to ₹ 4,398.96 million on account of various alleged lapses including defective engineering, procurement and construction management services and delays in commissioning of the plant. The Company has filed its reply. The matter is currently pending.

2. M/s. Rajwant Singh has filed an arbitration claim against the Company in relation to the letter of intent dated April 6, 2009 and the agreement dated June 18, 2009 for the alleged failure by the Company to discharge its reciprocal contractual obligations and not making available a hindrance free site for the remainder of the work to be completed causing delay in the project. Therefore, the claimant has filed this petition claiming an amount of ₹ 135.37 million on account of, among other things, final bill, contractor claims, refund of security deposit, escalation in cost, loss and damages on account of prolongation of the contract. The matter is currently pending.

3. M/s. Philips Electronics India had filed an arbitration petition (No.489 of 2013) against the Company and another before the High Court of Delhi for appointing a sole arbitrator to adjudicate the alleged claims arising from the agreement dated November 30, 2009 for the delay in completion of the project of construction of outdoor high mast sports lighting for rugby field and athletic track at Delhi University for the Commonwealth Games 2010. The High Court of Delhi by its order dated February 5, 2014 has allowed the petition and has appointed an arbitrator to adjudicate the claims/counter claims arising out of the agreement. The matter is pending.

Income Tax

1. The Deputy Commissioner of Income Tax ("**DCIT**"), New Delhi passed an order dated August 25, 2009 demanding an amount of ₹ 32.82 million from the Company in relation to disallowance of various expenditure claimed by the Company for the assessment year 2004-05 ("**Assessment Order**").

The Company filed an appeal before the Commissioner of Income Tax (Appeals) ("**CIT-A**"), New Delhi against the Assessment Order. The CIT-A, New Delhi passed an order dated September 17, 2010 partly allowing the appeal ("**CIT Order**"). The DCIT filed an appeal dated November 26, 2010 before the Income Tax Appellate Tribunal ("**ITAT**"), New Delhi against the CIT Order. The matter is currently pending.

2. The Company filed an appeal dated February 18, 2013 before the Commissioner of Income Tax (Appeals) ("**CIT-A**") against the order dated November 30, 2012 by the Deputy Commissioner of Income Tax for the assessment year 2010-11 ("**Assessment Order**"). The Assessment Order demanded a sum of ₹ 0.53 million after assessing the income of the Company at ₹ 7,166.23 million against the income of ₹ 7,156.73 million filed by the Company, after disallowing certain deductions claimed by the Company inter alia on account of non-deduction of tax at source on commission paid to foreign agents for services rendered outside India.

   The Company has further filed an application under section 154 of the Income Tax Act, 1961 for refund of ₹ 27.52 million inter alia on account of short credit of tax deducted at source. The matters are currently pending.

3. The Assessing Officer, vide orders dated December 31, 2008 and December 24, 2009 claimed ₹ 16.22 million by inter alia, disallowing deductions under section 14A of the Income Tax Act, 1961 for the assessment years 2006-07 and 2007-08 and disallowing interest to be paid on self-assessment tax for the assessment years 2006-07 ("**Assessment Order**"). The Company filed separate appeals before the CIT-A, New Delhi against the Assessment Order. The CIT-A, New Delhi vide its orders dated September 20, 2010 and September 20, 2010 partly allowed the appeal. The Commissioner of Income Tax, New Delhi filed an appeal (5392 & 5339/Del./2010) before the ITAT, New Delhi. The ITAT, New Delhi, vide a common order dated September 30, 2011 dismissed the appeal ("**ITAT Order**"). The Commissioner of Income Tax, New Delhi filed two appeals (ITA 297/2012 & ITA 300/2012) before the High Court of Delhi against the ITAT Order. The High Court of Delhi vide its order dated May 15, 2012 and August 17, 2012 disposed off ITA 300/2012 and partly admitted ITA 297/2012 by referring the matter back to assessing officer ("**High Court Order**"). Subsequently, on August 26, 2013, it came to the notice of the High Court that ITA No. 300/2012 was mistakenly disposed off instead of ITA 297/2012. Therefore, the Commissioner of Income Tax has filed a review petition for consideration of the issue in ITA No. 300/2012 and not ITA No. 297/2012 for the assessment year 2007-2008 and has prayed for revival of ITA No. 300/2012. Further, the Commissioner of Income Tax filed an appeal (Civil Appeal No. 5731-32 of 2013) before the Supreme Court of India ("**Supreme Court**") against the High Court Order. The matters are currently pending before the High Court of Delhi and the Supreme Court.

4. The Assistant Commissioner of Income Tax ("**ACIT**"), New Delhi passed orders dated March 27, 2011 and March 29, 2011 demanding an aggregate sum of ₹ 0.032 million on account of alleged non deduction/ low deduction of tax at source. The Company filed appeals dated May 18, 2011 before the CIT, New Delhi. The matter are currently pending.

Service Tax

1. The Company filed an appeal (39/S.Tax/Appeal/D-II/2009) before the Customs, Excise and Service Tax Appellate Tribunal ("**CESTAT**"), New Delhi against the order dated February 9, 2009 passed by the Additional Commissioner, Service Tax ("**Service Tax Order**"). The Service Tax Order relates to the applicability of service tax on the payment received by the Company for certain services provided to our customers between 2002 to 2006. The Service Tax Order has demanded ₹ 3.14 million and penalty of ₹ 3.14 million to be paid by the Company as service tax. The matter is currently pending.

2. The Company had claimed refund of service tax paid for certain activities performed by the Company in the years 2002 and 2003. The Deputy Commissioner ("**DC**") vide order dated March 15, 2005 disallowed the refund claimed by the Company. The Company filed an appeal before the Commissioner of Central Excise (Appeals) ("**CCE-A**"), New Delhi. The CCE-A, New Delhi vide its order dated January 17, 2006 held that no tax was payable and remanded the matter to the Assistant Commissioner ("**AC**").

The AC vide its order dated April 22, 2009 sanctioned a refund amount of ₹ 28.45 million and ordered the amount to be credited to the Consumer Welfare Fund ("**AC Order**"). The Company filed an appeal (231/2009) before the CCE-A, New Delhi against the AC Order. The CCE-A passed an order dated November 6, 2009 setting aside the AC Order ("**CCE-A Order**"). The Commissioner of Service Tax filed an appeal (ST/181/2010) before the CESTAT, New Delhi against the CCE-A Order. The CESTAT, New Delhi passed an order dated October 17, 2011 remanding the matter back to the adjudicating authority, for reconsideration on merits ("**CESTAT Order**"). The Company filed an appeal before Supreme Court of India (Civil Appeal 732/2012) against the CESTAT Order. The matter is pending before Supreme Court.

Sales Tax

1. The Commissioner, Commercial Tax, ("**CCT**") Lucknow passed two separate assessment orders dated February 22, 2005 assessing our tax liability at ₹ 13.26 million and ₹ 11.51 million for the years 1999-2000 and 2000-01, respectively in relation to alleged non-payment of sales tax on certain work undertaken by the Company ("**Assessment Order**"). The Company filed appeals (192/05 and 191/05) before the Joint Commissioner (Appeal) ("**JC-A**"), Aligarh. The JC-A, Aligarh vide order dated May 15, 2005 allowed the appeals and dismissed the Assessment Order ("**JC-A Order**"). The CCT, Lucknow filed appeals before the Commercial Tax Tribunal ("**CTT**"), Lucknow against the JC-A Order. The CTT, Lucknow passed an order dated September 12, 2012 partially allowing the appeals and referring the matters back to the tax assessment officer. The Assessing Authority, Mathura has, by its order dated September 10, 2013, raised a demand against the Company for ₹ 13.26 million and ₹ 11.61 million for the assessment years 1999-2000 and 2000-2001, respectively. The Company has filed an appeal against this order of the Assessing Authority before the Additional Commissioner (Appeals). The matters are currently pending.

2. The Assistant Commissioner of Trade Tax, ("**ACTT**"), Mathura passed an assessment order dated January 26, 2007 imposing entry tax of ₹ 2.00 million on the Company for the assessment year 1999-2000 on account of alleged non-payment of entry tax on certain items imported by the Company ("**ACTT Order**"). The Company filed an appeal before the Joint Commissioner (Appeal) First Commercial Tax, ("**JCCT**") Mathura against the ACTT Order. The JCCT, Mathura passed an order dated February 28, 2008 dismissing the appeal ("**JCCT Order**"). The Company filed an appeal (no. 211/08 (99-2000)) before the Commercial Tax Tribunal ("**CTT**"), Lucknow challenging the JCCT Order and the ACTT Order. The CTT, Lucknow passed an order dated July 11, 2012 partly allowing the appeal and referring the matter back to the Assessing Authority, Mathura. Thereafter, the Assessing Authority, Mathura passed an order against the Company and therefore, the Company filed an appeal before the Commissioner (Appeals), Mathura. By its order dated September 10, 2013, the Commissioner (Appeals), Mathura passed an order against the Company raising a demand for ₹ 1.87 million for the assessment year 1999-2000. The Company has filed an appeal against the order of the Commissioner (Appeals) before the Commercial Tax Tribunal, Agra. The matter is currently pending.

B. Outstanding litigation and other proceedings initiated by the Company

Civil Suits

1. The Company has filed a suit (CS (OS) No. 1201 of 2010) against Zoom Developers Private Limited before the High Court of Delhi for recovery of ₹ 4.21 million as professional fees for providing services in relation to setting up an integrated aluminum complex in Orissa as well as money deducted on account of tax deducted at source for which payment was being withheld by the respondents. The matter is currently pending.

2. The Company filed a special leave petition (SLP (Civil) No. 9313 of 2005) against Mr. A.K. Chopra and others before the Supreme Court of India against the decision of the Bombay High Court for quashing and setting aside the order dated September 15, 2004 passed by the High Court which reinstated Mr. Chopra with full back wages and consequential benefits and continuity of service. Mr. Chopra alleged that the Company dismissed him from the services of the Company by holding an unjust and irregular enquiry. The Supreme Court allowed the special leave and now the case has been registered as civil appeal (No. 1423 of 2007). The matter is currently pending.

3. The Company filed a writ petition (No. 11901 of 2003) dated July 15, 2003 against Mr. Devender Kumar before the Punjab and Haryana High Court against the decision of the Industrial Tribunal at Gurgaon for quashing and setting aside the order dated May 20, 2003 which reinstated Mr. Devender Kumar, an office boy initially engaged on short-term contractual basis with the Company with 75% back wages and continuity of service pursuant to Mr. Devendra Kumar's allegations that the Company illegally dismissed him from service. The Punjab and Haryana High Court granted a stay on the operation of the order of the industrial tribunal with respect to the payment of back wages on July 31, 2003. The matter is currently pending.

4. The Company filed a writ petition (No. 17858 of 2004) against Mr. V. K. Mehta before the High Court of Delhi against the decision of the industrial tribunal at New Delhi for quashing and setting aside the order dated July 24, 2004 passed by the industrial tribunal which reinstated Mr. Mehta, a telex operator at the Company, with back wages and continuity of services with all consequential benefits from the date of termination till the date of his reinstatement. Mr. V.K Mehta had alleged that the Company had wrongfully and illegally terminated his services without giving him an opportunity to be heard by the management of the Company before the dismissal. The Delhi High Court has granted stay on the operation of the order of the industrial tribunal on November 17, 2004, with a direction that the Company pay Mr. Mehta the last drawn wages by him at the Company till the final disposal of the matter in terms of Section 17B of the Industrial Dispute Act 1947. The matter is currently pending.

5. The Company filed a civil writ petition (No. 19412 of 2005) against Mr. Rajiv Kumar and another before the Punjab and Haryana High Court against the decision of the Industrial Tribunal at Gurgaon, for quashing and setting aside the order of the Industrial Tribunal dated August 12, 2005. The Industrial Tribunal had ordered for reinstatement of Mr. Rajiv Kumar, a clerk on a contract basis employed with the Company with full back wages and continuity of service. The respondent has alleged that the Company terminated his services without notice and payment of retrenchment compensation. The Company has contended that the order of the Industrial Tribunal is illegal and arbitrary and the Industrial Tribunal failed to examine the terms and conditions of appointment. The High Court, by its order dated December 20, 2005, granted stay on the operation of the order of the industrial tribunal subject to the provisions of Section 17-B of the Industrial Disputes Act, 1947. The matter is currently pending.

6. The Company has filed a writ petition (OWP No. 1113 of 2004) against Mr. Sarwan Singh Reen before the the High Court of Jammu and Kashmir against the order dated September 3, 2004 passed by the Industrial Tribunal/Labour Court, Jammu in the claim filed by the respondent before the Labour Court, Jammu (No. 537/LC of 2003). The Company has claimed that the order of the Industrial Tribunal/Labour Court, Jammu, whereby the preliminary objection as regards the jurisdiction of the Tribunal was rejected, was erroneous and perverse in law. In the interim, the High Court, by its order dated October 29, 2004 has granted a stay on the proceedings in the Industrial Tribunal proceeding to adjudicate on the merits of the alleged wrongful termination of the employment of the respondent. Both the matters are currently pending.

7. The Company filed a writ petition (W.P. no. 9940 of 2003) before the High Court of Punjab and Haryana Court against the decision of the Industrial Tribunal at Panipat, for quashing and setting aside the order dated May 26, 2003 passed by the industrial tribunal which reinstated Mr. Banshi Lal to the original post with continuity of service and all other consequential benefits with full back wages from the date of demand notice, being September 3, 1998. Initially, the respondent had filed a demand notice against the Company, alleging unfair labour practice and illegal termination and asking that he be reinstated in the Company. The Tribunal by its order dated May 26, 2003 directed that Mr. Banshi be reinstated. The High Court of Punjab and Haryana, by its order dated July 4, 2003 granted a stay on the operation of the said order of the Industrial tribunal with a direction that the Company pay Mr. Bansi Lal the last drawn wages by him at the Company till the final disposal of the matter in terms of Sec-17B of Industrial Dispute Act 1947. The matter is currently pending.

8. The Company has filed a suit (CS (OS) No. 213 of 2013) against Crest Strategies Limited before the High Court of Delhi. The Company was awarded the letter of award for preparation of front end loading documents for ammonia and urea gas based green field plant at Papua New Guinea. One of the conditions of the letter was that in the event the project was terminated, the Company would be entitled to a termination fee of 10% of the total fee. However, after six months of work, it is alleged that the project was suspended owing to non allocation of gas supply contract to the defendant. The plaintiff

raised a demand for $ 670,000 which was not acceded to by the defendants. Therefore, the plaintiff has filed this suit for recovery of the amount along with interest and cost. The matter is currently pending.

9. The Company has filed an arbitration appeal (ARBA No. 11 of 2011 and ARBA No. 14 of 2011) against Mr. Shyam Sunder Agarwal before the High Court of Orissa challenging the judgment of the Civil Judge dated June 22, 2011 upholding the award dated August 29, 2008 passed by the sole arbitrator. The sole arbitrator had awarded a sum of ₹ 5.2 million to the respondent along with interests in relation to the dispute that arose between the Company and the respondent as a result of a failure by the Company to make payments for bills pertaining to the deluxe bus services provided by the respondent to the Company. The Company has filed this appeal claiming that the judgement of the Civil Judge is erroneous, illegal and opposed to law. Therefore, the Company has filed this appeal to set aside the judgement of the Civil Court and the order of the sole arbitrator.

   Further, Mr. Shyam Sunder Agarwal has filed an execution petition (execution petition no. 312 of 2011) against the Company before the High Court of New Delhi to implement the award dated award dated August 29, 2008 passed by a sole arbitrator who awarded a sum of ₹ 5.20 million to Mr. Shyam Sundar Agarwal along with interests in relation to the dispute that arose between the Company and Mr. Agarwal as a result of a failure by the Company to make payments for bills pertaining to the deluxe bus services provided by Mr. Agarwal to the Company. The award has now made as decree of the court vide order of the civil judge dated July 22, 2011 thereby upholding the award. The High Court of Orissa, by its order dated February 21, 2012, has ordered the Company to deposit a bank guarantee of ₹ 2.60 million in the interim. The matter is currently pending.

10. The Company has filed an application under section 34 of the Arbitration & Conciliation Act, 1996 against M/s. J. Ray McDermott Eastern Hemisphere Limited before the High Court of Delhi challenging the award passed by the arbitral tribunal dated September 17, 2011 wherein the tribunal awarded US $ 5,074,410 as retention money, US $ 1,607,062 on account of progress payment and US $ 2,348,582 on account of recommendation of the outside expert committee in favour of the respondent. The dispute arose in relation to a sub contract dated August 7, 2002 whereby the Company has alleged that the sub contract has been breached by the respondents. Therefore, the Company has filed this petition alleging that the award is contrary to public policy, illegal and contrary to the express provisions of law and contract, praying that the award be set aside and its counter claim be decreed. The matter is currently pending.

11. The Company has filed an application under section 34 of the Arbitration & Conciliation Act, 1996 against M/s. J. Ray McDermott Middle East Inc. before the High Court of Delhi challenging the award passed by the arbitral tribunal dated September 17, 2011 wherein the tribunal awarded USD 3,616,979 in favour of the respondent. The dispute arose in relation to a purchase order dated August 29, 2002 whereby the Company has allegedly been breached by the respondents. Therefore, the Company has filed this petition alleging that the award is contrary to public policy, illegal and contrary to the express provisions of law and contract, praying that the award be set aside and its counter claim be decreed. The matter is currently pending.

Arbitration Proceedings

1. The Company filed a claim dated before the sole arbitrator, Mr. R.C. Mankad against Sardar Sarovar Narmada Nigam Limited in relation to the disputes arising out of the memorandums of understanding for provision of services as a third party inspection agency for the Narmada main canal and Kutch branch canal of the Sardar Sarovar Project. The Company has alleged that the respondent has wrongfully withheld the payment for the services provided amounting to ₹ 179.87 million, along with interest on account of amount withheld for price escalation, amount claimed on account of slow progress of work and amount withheld for Patan Division along with interest. Therefore, the Company has filed this claim for recovery of the amount. The matter is currently pending.

2. The Company has filed an arbitration claim against Guru Gobind Singh Indraprastha University in relation to a dispute arising out of the agreement dated August 17, 2005 for construction of a campus for the respondent. The Company had allegedly stopped work because of inadequate reimbursement of manpower cost in relation to manpower and time already deployed on the project. The Company has filed this arbitration claim praying for a sum of ₹ 70.87 million in relation to pre construction activities, re-floating of package, reduction in plinth area and working beyond contract period along with interest.

The respondent has denied the claims of the Company and has filed a counter claim of ₹ 88.30 million for, among other things, extra cost incurred in getting the balance work done. The matter is currently pending.

3. The Company has filed an arbitration claim against Indira Gandhi National Open University in relation to a dispute arising out of the agreement dated September 21, 2000 for prime consultancy, project management and construction management of certain infrastructure of the respondent's campus. The Company has claimed that it completed and handed over the housing complex and convention centre in March 2006 and in accordance with the agreement, a final settlement of ₹ 18.72 million was approved. However, the respondents have only released part payment and the balance amount of ₹ 3.31 million is currently outstanding. Therefore, the Company has filed this petition in accordance with the agreement claiming, among other things, ₹ 3.31 million plus service tax along with interest. The respondent has denied the claims of the Company and has filed a counter claim of ₹ 1.62 million along with interest for additional expenses incurred on the project. The matter is currently pending.

Consumer Cases

1. The Company has filed a consumer complaint (No. 07/182 of 2007) against M/s. National Insurance Company Limited and another before the State Consumer Disputes Redressal Commission, New Delhi, claiming a total amount of ₹ 10 million and interest, as outstanding professional liability indemnity insurance dues in relation to the consultancy services provided by the Company to Indian Oil Corporation Limited which the respondent was allegedly responsible to provide insurance cover for. However, the respondent has repudiated the claim of the Company and therefore, the Company has filed this present complaint claiming an amount of ₹ 10 million along with interest and costs. The matter is currently pending.

2. The Company has filed a consumer complaint (No. 35 of 2007) against PT. Asuransi Mitsui Sumitomo, Indonesia and another before the National Consumer Disputes Redressal Commission, New Delhi. The Company had obtained insurance for certain cargo that was being transported from Indonesia to Mumbai and has filed this complaint claiming a sum of ₹ 148.06 million and interest as insurance cover, for damages suffered due to allegedly defective equipments supplied by the respondent. The matter is currently pending.

II. Notices

The Company has received a show cause notice dated October 15, 2013 from the Commissioner of Service Tax for inadmissible service tax amounting to ₹ 5.34 million taken wrongly taken as CENVAT credit along with interest and penalty under the Finance Act, 1994 for the period April 2008 to October 2009. Our Company has filed a reply dated November 19, 2013. We have received no further letters thereafter.

III. Proceedings Initiated/ Pending against the Company for Economic Offences

There are no proceedings pending against the Company for any economic offences.

IV. Past Penalties

Except as stated below, there are no past penalties imposed on the Company.

The Joint Commissioner of Customs issued a show cause notice (F. No. SG/INF-01/DC/2004) dated June 6, 2006 against the Company, Mr. M.K. Dalal (the then chairman and managing director), Mr. H.K. Kaul (then director, commercial), Mr. D.K. Gupta (the then general manager, marketing) and others, for under valuation and mis-classification of two offshore well platforms meant for N-11and N-12 project of the Oil and Natural Gas Corporation. The Company filed an application under Section 127(B)(1) of the Customs Act, 1962 for non-prosecution and settlement of the matter. The settlement commission vide its order (Final Order No. F-778/Cus/08-SCCPBI) dated February 28, 2008 waived prosecution and settled the duty for ₹ 569,709,080, directing the Company to pay the balance of ₹ 196,739,947. The commission also imposed a penalty of ₹ 1,000,000 on the Company and ₹ 10,000 each on Mr. M.K. Dalal, Mr. H.K. Kaul, and Mr. D.K. Gupta which was duly paid.

V. Cases Against other Companies whose Outcome could have an Effect on the Company.

There are no cases against other companies whose outcome could have an effect on the Company.

VI. Details of amount outstanding to small scale undertaking(s)

As per notes to accounts of the stand alone financials the Company as at March 31, 2013, the Company has no information about the status of registration of the enterprises registered under the Micro, Small and Medium Enterprises Act, 2006 and hence the information in relation to the same has not been incorporated.

VII. Litigation involving the Subsidiaries

Certification Engineers International Limited

Service tax

1. The Commissioner of Service Tax ("**CST**"), Mumbai issued a show cause cum demand notice dated October 14, 2009 to CEIL ("**Show Cause Notice**"). The Show Cause Notice required CEIL to show cause as to why an amount of ₹ 22.74 million along with interest and penalty should not be recovered from CEIL for the services rendered by it in its foreign sites from April 2004 to March 2009. CEIL filed a reply to the Show Cause Notice on November 27, 2009. The matter is currently pending.

2. The CST, Mumbai issued a show cause cum demand notice dated October 12, 2010 to CEIL ("**Show Cause Notice**"). The Show Cause Notice required CEIL to show cause as to why an amount of ₹ 0.32 million along with interest and penalty should not be recovered from CEIL for the services rendered by it in its foreign sites in 2009-2010. CEIL filed a reply to the Show Cause Notice on October 28, 2010. The matter is currently pending.

3. The CST, Mumbai issued a show cause cum demand notice dated September 27, 2011 to CEIL ("**Show Cause Notice**"). The Show Cause Notice required CEIL to show cause as to why an amount of ₹ 0.89 million along with interest and penalty should not be recovered from CEIL for the services rendered by it in its foreign sites in 2010-2011. CEIL filed a reply to the Show Cause Notice on October 18, 2011. The matter is currently pending.

4. The CST, Mumbai issued a show cause cum demand notice dated September 12, 2012 to CEIL ("**Show Cause Notice**"). The Show Cause Notice required CEIL to show cause as to why an amount of ₹ 2.09 million along with interest and penalty should not be recovered from CEIL for the services rendered by it in its foreign sites in 2011-2012. CEIL filed a reply to the Show Cause Notice on November 8, 2012. The matter is currently pending.

VII. Material Developments since the last balance sheet date

There have been no material developments since the last balance sheet date.

VIII. Litigation involving the Directors

Except for litigation in which the Directors may have been named as a defendant in their professional capacity, there are no other litigations pending against our Directors.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from GoI and various governmental agencies required for our present business and except as disclosed in this Prospectus no further material approvals are required for carrying on our present business operations.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable the Company to undertake its existing activities.

A. Approval for the Offer

I. *Approval from the GoI*

The MoPNG, through its letter no. G-38011/42/2009/Fin-I dated July 9, 2013 conveyed its approval for the Offer.

B. Approvals for the Business

We require various approvals to carry on our business in India. We have received the following approvals in relation to our business:

I. *Approvals relating to the Research and Development Department*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
1.	Permission to install standby captive generation power plant with total capacity of 4,700 KW	Sub Divisional Officer, Gurgaon, Haryana	September 27, 2012	-
2.	Registration (no. 122001 no. 02120) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
3.	Registration (no. 122001 no. 02121) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
4.	Registration (no. 122001 no. 02122) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
5.	Registration (no. 122001 no. 02123) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
6.	Registration (no. 122001 no. 02124) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
7.	Registration (no. 122001 no. 02125) of ground water abstraction structure	Central Ground Water Authority, New Delhi	September 28, 2001	-
8.	Consent under sections 21/22 of the Air (Prevention & Control of Pollution) Act, 1981.	Haryana State Pollution Control Board	March 31, 2013	April 1, 2013 to March 31, 2014
9.	Consent under sections25/26 of the Water (Prevention & Control of Pollution) Act, 1974.	Haryana Pollution Control Board	March 31, 2013	April 1, 2013 to March 31, 2014
10.	Authorisation for operating a facility for collection, reception, treatment, storage, transportation and disposal of hazardous waste	Haryana Pollution Control Board	March 31, 2013	2013-2014

II. *Tax Approvals*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
1.	TAN number DELE00048G for the Delhi Head Office.	Government of Delhi	-	-
2.	TAN number RTKE00631B for the R&D Centre at Gurgaon.	Government of Haryana	-	-
3.	TAN number CHEE00175A for the branch office at Chennai.	Government of Tamil Nadu	-	-
4.	TAN number CALE00609A for the branch office at Calcutta.	Government of West Bengal	-	-

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
5.	TAN number BRDE00126A for the branch office at Vadodara.	Government of Gujarat	-	-
6.	TAN number MUME00387C and TIN number 27580383458C for the branch office at Mumbai.	Government of Maharashtra	-	-
7.	Permanent account number AAACE-5318-C	Office of the Joint Commissioner of Income Tax, New Delhi	April 28, 2000	-
8.	Central Excise Registration Certificate under Rule 9 of the Central Excise Rules, 2002 for operating as a dealer of excisable goods at Engineers India Limited, Chennai	Assistant Commissioner of Central Excise, Chennai	March 18, 2009	-
9.	Tax deduction account number (07053000121) allotted under the Delhi Sales Tax on Works Contract Act, 1999	Sales Tax Department, Government of Delhi	June 30, 2003	-
10.	Registration certificate under Section 11 of the Haryana Value Added Tax Act, 2003 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Assessing Authority, Panipat, Haryana	June 13, 2003	-
11.	Registration as a dealer under the Tamil Nadu Value Added Tax Act, 2006 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Commercial Tax Officer, Commercial Taxes Department, Tamil Nadu	February 29, 2008	-
12.	Registration as a dealer under the Karnataka Value Added Tax Act, 2003 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Commissioner of Commercial Taxes, Local VAT Office, Mangalore, Karnataka	March 24, 2009	-
13.	Registration certificate under the Andhra Pradesh Value Added Tax Act, 2005 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Commercial Tax Officer, Kakinada	July 1, 2010	-
14.	Registration certificate as a dealer under the Gujarat Value Added Tax Act, 2003 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Assistant Commissioner of Commercial Tax, Vadodara	February 24, 2011	-
15.	Registration certificate under the Orissa Value Added Tax Act, 2004 and registration as a dealer under Sections 7(1)/7(2) of the Central Sales Tax Act, 1956	Assistant Commissioner of Sales Tax, Jagatsinghpur Circle	January 21, 2011	-
16.	Registration certificate under Service Tax Rules, 1994	Central Board of Excise and Custom	August 30, 2005	-

III. *Labour Approvals*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Expiry
1.	Certificate of registration (ALC-HQ/46/3/2007-(R)) under Section 7(2) of the Contract Labour (Regulation & Abolition) Act, 1970 for employment of over 400 workers	Office of the Regional Labour Commissioner (Central), New Delhi	March 22, 2007	-
2.	License (ALC-HQ/46 (55)/2012 under section 12(1) of the Contract Labour (Regulation & Abolition) Act, 1970 for mechanised cleaning and up-keep services	Assistant Labour Commissioner	May 10, 2012	May 9, 2014
3.	Certificate of registration (R/32/2007) under Section 7(2) of the Contract Labour (Regulation & Abolition) Act, 1970 for employing a maximum of 400 workers	Office of the Deputy Chief Labour Commissioner, Chennai	October 12, 2007 (as amended on July 4, 2012)	-
4.	Certificate of registration (46/R(26)/2009-E.2) under Section 7(2) of the Contract Labour (Regulation & Abolition) Act, 1970	Office of the Assistant Labour Commissioner	October 25, 2009	-

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Expiry
	for employing a maximum of 28 workers on any day through each contractor	(Central)-I, Kolkata		
5.	Certificate of registration (S-ALC (C) III/35 (04)/2008-RC) under Section 7(2) of the Contract Labour (Regulation & Abolition) Act, 1970 for employing a maximum of 50 workers on any day through each contractor	Office of the Assistant Labour Commissioner (General), Mumbai	March 5, 2008	-
6.	Certificate of registration (BRC/ALC/Reg/46 (9) 2008 under Section 7(2) of the Contract Labour (Regulation & Abolition) Act, 1970 for employing a maximum of 25 workers on any day through each contractor.	Office of the Assisstant Labour Commissioner (Central), Baroda	August 28, 2008	-
7.	Certificate of (4277) registration of trade union.	Deputy Registrar of Trade Unions, Delhi	October 22, 1992	-

IV. *Miscellaneous Approvals*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
1.	Occupational license (no. 1001515) for registering a foreign branch under the trade name “Engineers India Limited - Abu Dhabi”	Department of Economic Development, Abu Dhabi	February 21, 2013	February 20, 2014
2.	Registration and permission to carry out the business of onshore and offshore oil & gas fields installation services, engineering consultancy etc.	Abu Dhabi Chamber of Commerce & Industry	February 20, 2013	February 19, 2014
3.	Registration (no. 1926) as foreign company	Commercial Registration Department, Ministry of Economy, United Arab Emirates	November 21, 2013	October 15, 2014
4.	Certificate of importer-exporter code (0588112186)	Office of the Joint Director General of Foreign Trade, Ministry of Commerce and Industry	May 24, 2000	-
5.	Certificate of quality management (ISO 9001: 2008) granted to Engineers India Limited (Abu Dhabi)	Indian Register Quality Systems	April 29, 2013	May 5, 2016
6.	Certificate of quality management (ISO 9001:2008)granted to the Company	Indian Register Quality Systems	October 14, 2012	October 13, 2015

V. *Intellectual Property Related Approvals*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
1.	Patent (no. 215725) for the invention entitled “a pilot burner ignition apparatus for use in combustion chambers”	Patent Office, Government of India	March 3, 2008	20 years from March 30, 1998
2.	Patent (no. 228442) for the invention entitled “a structured packing module”	Patent Office, Government of India	February 4, 2009	20 years from March 4, 2002.
3.	Patent (no. 230904) for the invention entitled “apparatus for measuring low gauge pressure and low differential pressure with resolution approaching one micron WC (10MP)”	Patent Office, Government of India	February 28, 2009	20 years from June 16, 2000
4.	Patent (no. 232471) for the invention entitled “a process for separating liquefied natural gas into liquefied petroleum gas and higher molecular weight component”	Patent Office, Government of India	March 17, 2009	20 years from September 7, 2001
5.	Patent (no. 195910) for the invention “production of polymer/ food grade solvents	Patent Office, Government of India	July 8, 2005	20 years from July 16, 2002

S. No.	No./Description of Permit/Licence	Issuing Authority	Date	Term
	from paraffin rich low value streams employing hydroprocessing" (jointly held with Indian Oil Corporation Limited)			
6.	Patent (no. US 7,207,445 B2) for "device and method for non-dispersive contacting of liquid-liquid reactive system" (Indian Oil Corporation is also an assignee along with the Company)	United States Patent and Trademark Office	April 24, 2007	20 years from March 31, 2004
7.	Patent (no. 254892) for the invention of "process for the purification of liquid sulphur"	Patent Office, Government of India	January 1, 2013	20 years from August 23, 2002
8.	Patent (no. 241717) for the invention of "improved method and device for non-dispersive contacting of liquid-liquid reactive system" (jointly held with Indian Oil Corporation Limited)	Patent Office, Government of India	July 21, 2010	20 years from June 5, 2002
9.	Patent (no. 241534) for the invention of "an apparatus for distributing downflowing liquid in a packed column" (jointly held with Centre for High Technology)	Patent Office, Government of India	July 12, 2010	20 years from February 15, 2002
10.	Patent (no. 244137) for the invention of " a process for the purification of liquid sulphur"	Patent Office, Government of India	November 19, 2010	20 years from September 12, 2001
11.	Patent (no. 245572) for the invention of "an apparatus for generating spark with low and high energy".	Patent Office, Government of India	January 25, 2011	20 years from June 16, 2000
12.	Patent (no. 257476) for "Fluid interface level measurement device"	Patent Office, Government of India	October 7, 2013	20 years from March 28, 2002
13.	Patent (no. 256954) for "an adsorbent composition, a process for the preparation thereof and a process for removal of hydrogen sulphide impurities from a gaseous feed stock"	Patent Office, Government of India	August 17, 2013	20 years from February 6, 2003
14.	Patent (no. 256359) for "device for measurement of flow rate of overflash liquid in crude distillation columns"	Patent Office, Government of India	June 6, 2013	20 years from May 12, 2003
15.	Registration of trademark in class 35, 37 and 42 of the trademark:	Trademarks Registry, Government of India	December 23 and 24, 2011 (as of June 1, 2010)	-
16.	Registration of trademark in class 42, 35 and 37 of the trademark:	Trademarks Registry, Government of India	December 24, 2011 and March 17, 2012 (as of June 1, 2010)	-
17.	Registration of trademark in class 37 of the trademark "Engineers India Limited"	Trademarks Registry, Government of India	October 11, 2011 (as of June 10, 2010)	-
18.	Registration of trademark in class 42 of the trademark: **EIL**	Trademarks Registry, Government of India	March 11, 2013	-

VI. *Approvals Applied for but not yet Received*

S. No.	No./Description of Permit/Licence	Issuing Authority	Date of Application
Intellectual Property Related Approvals			
1.	Patent application (no. 788/DEL/2008) for "process and apparatus for enhancing recovery of propane and liquefied petroleum gas from natural gas"	Patent Office, Government of India	March 26, 2008

S. No.	No./Description of Permit/Licence	Issuing Authority	Date of Application
2.	Patent application (no. 789/DEL/2008) for "process and apparatus for enhancing recovery of liquefied petroleum gas at lower condenser duty"	Patent Office, Government of India	March 26, 2008
3.	Patent application (no. 583/DEL/2009) for "novel process for selective removal of sulphur compounds from LPG with caustic"	Patent Office, Government of India	March 25, 2009
4.	Patent application (no. 641/DEL/2009) for "improved process for removal of disulphide oil from caustic"	Patent Office, Government of India	March 30, 2009
5.	Patent application (no. 98/DEL/2010) for "recovery of sulphur by using oxygen rich air"	Patent Office, Government of India	January 19, 2010
6.	Patent application (no. 10/822,859) for "production of polymer/ food grade solvent from paraffin rich low value streams employing hydrprocessing"	United States Patent and Trademark Office	April 13, 2004
7.	Patent application (no. 715/DEL/2007) for "a novel method of recovery of ethane/ propane and liquefied petroleum gas from liquefied natural gas"	Patent Office, Government of India	March 30, 2007
8.	Patent application (no. 6/DEL/2007) for "novel distributor tray for trickle bed reactor"	Patent Office, Government of India	January 2, 2007
9.	Patent application (no. 2381/DEL/2006) for "novel process for regenerative sulphur dioxide removal from gases"	Patent Office, Government of India	November 1, 2006
10.	Patent application (no. 1120/DEL/2003) for "a new method for recovery of C2/C3 liquefied petroleum gas from liquefied natural gas"	Patent Office, Government of India	September 8, 2003
11.	Patent application (no. 536/DEL/2013) for "an apparatus and method for treatment of sour stream"	Patent Office, Government of India	February 25, 2013
12.	Patent application (no. 3771/DEL/2011) for "a process and a system for re-utilizing waste nitrogen gas coming from nitrogen plant"	Patent Office, Government of India	December 21, 2011
13.	Patent application (no. 3142/DEL/2010) for "recovery of sulphur from sulphur slurry by using hybrid membrane-filter system	Patent Office, Government of India	December 28, 2010
14.	Patent application (no. 631/DEL/2002) for "efficient steam trapping device"	Patent Office, Government of India	June 12, 2002
15.	Patent application (no. 2173/DEL/2013) for "High level capacity enhancement of sulphur recovery plant"	Patent Office, Government of India	July 19, 2013
16.	Application for registration in class 35 and 37 of the trademark: **EIL**	Trademarks Registry, Government of India	April 25, 2011
17.	Application for registration in class 35 and 42 of the trademark "Engineers India Limited"	Trademarks Registry, Government of India	June 10, 2010

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

- The GoI acting through the MoPNG has conveyed its approval for the Offer through its letter dated July 9, 2013 (G-38011/42/2009/Fin-I).
- Our Board has authorised this Offer pursuant to a Board resolution dated May 28, 2013.

Prohibition by SEBI, RBI or Governmental authorities

The Company, our Promoter and our Directors have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. None of our Directors have been or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI.

Our Directors are not in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which any of our Directors are involved as a promoter or director.

Neither the Company, nor the Promoter or Directors, have been identified as willful defaulters by the RBI or any other government authorities. There are no violations of securities laws committed by any of them in the past, or pending against them.

Eligibility for the Offer

The Company is eligible for the Offer in accordance with Regulation 27 read with Regulation 26(1)(d) and (e) of the SEBI ICDR Regulations as described below:

(a) The aggregate of the proposed Offer and all previous issues made in the same financial year in terms of Offer size is not expected to exceed five times the pre-Offer net worth of the Company as per the audited balance sheet of the preceding financial year; and
(b) The Company has not changed its name within the last one year.

Hence, the Company is eligible to undertake the Offer under Regulation 27 read with Regulation 26(1)(d) and (e) of the SEBI ICDR Regulations.

Further, our Company is in compliance with Part C of Schedule VIII of the SEBI ICDR Regulations

In addition, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, the Company will ensure that the number of Bidders to whom Equity Shares are Allotted in the Offer will be not less than 1,000; otherwise, the entire application money will be refunded forthwith. If such money is not repaid within the time prescribed as per applicable law after the Selling Shareholder becomes liable to repay it, then the Selling Shareholder shall on and from the expiry of such time, be liable to repay the money with interest in accordance with the rates as prescribed by applicable law.

This Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer, that is not more than 16,596,830 Equity Shares is available for allocation to QIBs. 5% of the QIB Portion, that is 829,842 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Offer Price. In the event demand from Mutual Funds is greater than 829,842 Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Offer Price.

Further, not less than 15% of the Net Offer, that is not less than 4,979,049 Equity Shares shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer, that is not less than 11,617,781 Equity Shares shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. Further, 500,000 Equity Shares shall be available for allocation on a proportionate basis to the Eligible Employees, subject to valid bids being received at or above the Offer Price.

Under-subscription, if any, in any category, excluding the Employee Reservation Portion, would be met with spill-over from other category, at the sole discretion of the Selling Shareholder and the Company, in consultation with the Book Running Lead Managers. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer. In case of under- subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion.

For further details, please see "Offer Structure" on page 333.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY, BE DEEMED OR CONSTRUED THAT IT HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, IDFC CAPITAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED, IDFC CAPITAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 12, 2013 WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION SUCH AS COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC AND OTHER MATERIAL IN CONNECTION WITH THE FINALIZATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

    A. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

    B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

C. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE BIDDERS TO MAKE A WELL INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID;**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS; - <u>NOTED FOR COMPLIANCE.</u>**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF ITS SPECIFIED SECURITIES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS;**

7. **WE UNDERTAKE SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION WILL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT WILL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND WILL BE RELEASED TO THE COMPANY, WITH THE PROCEEDS OF THE PUBLIC OFFER - <u>NOT APPLICABLE</u>;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY (<u>NOT APPLICABLE</u>) AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956, AND THAT SUCH MONEYS WILL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER**

CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE;

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS WILL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE*

11. WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE BIDDER TO MAKE A WELL INFORMED DECISION;

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

a. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE WILL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

b. AN UNDERTAKING FROM THE COMPANY THAT IT WILL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER – NOTED FOR COMPLIANCE.

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC;

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR CIR/CFD/DIL/5/2011 DATED SEPTEMBER 27, 2011;

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.

18. WE CERTIFY THAT THE CONDITIONS SPECIFIED IN SUB PARA (A) AND (B) OF PARA 2 OF PART C OF SCHEDULE VIII OF THE SEBI REGULATIONS HAVE BEEN COMPLIED WITH.

**As the Offer Size is more than Rs. 100 million, hence under section 68B of the Companies Act the Equity Shares are to be issued in demat mode only.*

Price information for past issues

The following are details of price information of past issued handled by the BRLMs:

The price information of past issues handled by ICICI Securities is as follows:

Sr No.	Issue Name	Issue Size ₹ (Mn.)	Issue Price (₹.)	Listing Date	Opening Price on Listing Date	Closing Price on Listing Date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing date	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing date	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing date	Benchmark index as on 30th calendar days from listing day (Closing)
1	Bharti Infratel Limited	41,727.60	220*	28-Dec-12	200	191.65	-12.89%	5,908.35	207.40	5,988.40	204.95	6,039.20	210.30	6,074.80
2	Credit Analysis and Research Limited	5,399.78	750	26-Dec-12	940	922.55	23.01%	5,905.60	929.25	5,988.40	931.05	6,056.60	924.85	6,074.65
3	Tara Jewels Limited	1,794.99	230	6-Dec-12	242	229.9	-0.04%	5,930.90	230.25	5,857.90	223.75	5,905.60	234.00	5,988.40
4	Future Ventures India Ltd.	7,500.00	10	10-May-11	9.00	8.20	-18.00%	5,541.25	8.30	5,486.35	8.10	5,473.10	9.30	5,521.05
5	Muthoot Finance Ltd.	9,012.50	175	6-May-11	196.60	175.90	0.51%	5,551.45	160.50	5,499.00	157.60	5,412.35	175.25	5,532.05

**Discount of ₹10 per equity share offered to retail investors and Premium of ₹10 per equity share to Anchor investors. All calculations are based on Issue Price of ₹220.00 per equity share*

Note:

- *All above data is of NSE (Website www.nseindia.com)*
- *Benchmark Index considered above in all the cases was NIFTY*
- *10th, 20th, 30th trading day from listed day have been taken as listing day plus 10, 20 and 30 calendar days. Wherever 10th, 20th, 30th trading day is a holiday, we have considered the closing data of the next trading date / day*

The price information of past issues handled by IDFC Capital Limited is as follows:

Sr. No.	Issue Name	Issue size ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	Closing price on listing date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar day from listing day (Closing)
1	Tribhovandas Bhimji Zaveri Limited	2,000.0	120.0	9-May-12	115.0	111.2	-7.33%	16,479.6	120.3	16,183.3	116.0	16,438.6	110.0	16,718.9
2	Repco Home Finance Limited	2,701.01	172.0	1-Apr-13	159.95	161.80	-5.93%	5,704.40	168.30	5,594.00	170.65	5,783.10	170.90	5930.20

Source: www.bseindia.com, www.nseindia.com for the price information and prospectus for issue details

Notes:

i. In case of reporting dates falling on a holiday, values for the trading day immediately following the holiday has been considered

ii. Price information and benchmark index values has been shown only for designation stock exchange for the issuer

iii. BSE is the designated stock exchange for the issues listed as item 1. NSE is the designated stock exchange for the remaining issues mentioned in the table above.

The price information of past issues handled by Kotak Mahindra Capital Company Limited is as follows:

Sr No	Issue Name	Issue Size (₹in million)	Issue price (₹)	Listing date	Opening price on listing date	Closing price on listing date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar days from listing day (Closing)
	BhartiInfratel Limited[1]	41,727.60	220.00	December 28, 2012	200.00	191.65	-12.89%	5,908.35	207.40	5,988.40	204.40	6,001.85	210.30	6,074.80
	PC Jeweller Limited[2]	6,013.08	135.00	December 27, 2012	137.00	149.20	10.52%	5,870.10	181.65	5,988.40	168.90	6,056.60	157.55	6,074.65
	Credit Analysis & Research Limited	5,399.78	750.00	December 26, 2012	940.00	922.55	23.01%	5,905.60	934.75	6,016.15	923.45	6,024.05	920.85	6,019.35
	Speciality Restaurants Limited	1,760.91	150.00	May 30, 2012	152.00	159.60	6.40%	4,950.75	182.45	5,068.35	206.65	5,064.25	213.05	5,149.15
	Future Ventures India Limited	7,500.00	10.00	May 10, 2011	9.00	8.20	(18.00)%	5,541.25	8.15	5,428.10	8.10	5,473.10	8.75	5,526.85
	Muthoot Finance Limited	9,012.50	175.00	May 6, 2011	196.60	175.90	0.51%	5,551.45	160.50	5,499.00	155.45	5,348.95	175.25	5,532.05

Source: www.nseindia.com

(1) In BhartiInfratel Limited, the anchor investor issue price was ₹230 per equity share and the issue price after discount to Retail Individual Bidders was ₹ 210 per equity share.

(2) In PC Jeweller Limited, the issue price after discount to Retail Individual Bidders and Eligible Employees was ₹ 130 per equity share.

The 10th, 20th, 30th trading day from listed day has been taken as listing day plus 9, 19 and 29 calendar days. Wherever 10th, 20th, 30th trading day is a holiday, the closing data of the next trading date/day has been considered.

Summary statement of price information of past issues handled by ICICI Securities:

Financial Year	Total No. of IPO's	Total Funds Raised (₹. Mn.)	Nos. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2013-14	0	Nil	0	0	0	0	0	0	0	0	0	0	0	0
2012-13	3	48,922.37	0	0	2	0	0	1	0	0	1	0	0	2
2011-12	2	16,512.50	0	0	1	0	0	1	0	0	1	0	0	1

Summary statement of price information of past issues handled by IDFC Capital:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2011-12	Nil	0	0	0	0	0	0	0	0	0	0	0	0	0
2012-13	1	2,000.0	0	0	1	0	0	0	0	0	1	0	0	0
2013-14	1	2,701.01	0	0	1	0	0	0	0	0	1	0	0	0

Summary statement of price information of past issues handled by Kotak Mahindra Capital Company Limited:

Fiscal Year	Total No. of IPOs	Total Funds Raised (`Million)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 1, 2013 – June 30, 2013	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013	4	54,901.36	-	-	1	-	-	3	-	-	1	-	1	2
2012	2	16,512.50	-	-	1	-	-	1	-	-	1	-	-	1

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the Manager	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	IDFC Capital Limited	http://www.idfc.com/capital/investment-banking/track-record.aspx
3.	Kotak Mahindra Capital Company Limited	www.investmentbank.kotak.com

The filing of the Draft Red Herring Prospectus with the RoC does not absolve the Company and/or the Selling Shareholder from any liabilities under section 34 and section 36 of the Companies Act, 2013, or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed offer. SEBI further reserves the right to take up at any point of time, with the BRLMs any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to this Offer have been complied with at the time of registration of the Prospectus with the RoC in terms of Section 56 of the Companies Act and section 32 of the Companies Act, 2013.

Disclaimer from the Company, the Selling Shareholder, the Directors and the Syndicate

The Company, the Selling Shareholder, the Directors and the Syndicate accept no responsibility for statements made otherwise than those contained in this Prospectus or in any advertisements or any other material issued by or at the Company's instance and anyone placing reliance on any other source of information, including the Company's website at www.engineersindia.com, or the website of its Subsidiaries, Joint Ventures or of any affiliate or associate of the Company or its Subsidiaries, would be doing so at his or her own risk.

Caution

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the underwriting agreement to be entered into among the Underwriters, the Selling Shareholder and the Company.

All information will be made available by the Company, the Selling Shareholder and the BRLMs to the Bidders and the public at large and no selective or additional information will be made available for a section of the Bidders or the public, in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither the Company, the Selling Shareholder nor any member of the Syndicate is liable to the Bidders for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to the Company, the Selling Shareholder and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder is eligible to acquire Equity Shares.

Each of the BRLMs and their respective affiliates may engage in transactions with, and perform services for, the Company, Subsidiaries, Joint Ventures or affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with the Company, Subsidiaries, Joint Ventures or affiliates, for which they have received, and may in the future receive, compensation.

Disclaimer in Respect of Jurisdiction

This Offer is being made in India to persons resident in India, including Indian nationals who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the IRDA, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million and pension funds with minimum corpus of ₹ 250 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and permitted Non-Residents including FPIs and Eligible NRIs, Eligible QFIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

The Red Herring Prospectus will not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action will be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Red Herring Prospectus nor any sale hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the Company from the date hereof or that the information contained here is correct as of any time subsequent to this date.

IMPORTANT INFORMATION FOR INVESTORS - ELIGIBILITY AND TRANSFER RESTRICTIONS

As described more fully below, there are certain restrictions regarding the Equity Shares that affect potential U.S. and non-U.S. investors. These restrictions are (i) prohibitions on participation in the Offer by persons in circumstances which would cause the Company to be required to be registered as an investment company under the Investment Company Act and (ii) restrictions on the ownership of Equity Shares by such persons following the offer.

The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the Securities Act ("U.S. Persons") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the Securities Act.

Eligible Investors

The Equity Shares are being offered and sold (A) in the United States or to, or for the account or benefit of, U.S. Persons, only to persons who:

a. are "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in the Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs"), in transactions exempt from, or not subject to, the registration requirements of the Securities Act; and

b. outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold within the United States or to U.S. Persons

Each purchaser that is a U.S. Person or acquiring the Equity Shares issued pursuant to this Offer within the United States, by its acceptance of the Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with the Company and the BRLMs that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorized to consummate the purchase of the Equity Shares issued pursuant to this Offer in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Equity Shares issued pursuant to this Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

(3) the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a qualified institutional buyer with respect to which it exercises sole investment discretion;

(4) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

(5) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of

the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;

(6) the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

(7) the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act;

(8) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the Securities Act in the United States with respect to the Equity Shares;

(9) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

(10) the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;

(11) the purchaser understands and acknowledges that the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(12) the purchaser acknowledges that the Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in this Offer

Each purchaser that is a non-U.S. Person and acquiring the Equity Shares sold pursuant to this Offer outside the United States, by its acceptance of the Red Herring Prospectus and of the Equity Shares sold pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with the Company and the BRLMs that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorized to consummate the purchase of the Equity Shares sold pursuant to this Offer in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Equity Shares issued pursuant to this Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

(3) the purchaser is purchasing the Equity Shares issued pursuant to this Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;

(4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares issued pursuant to this Offer, is a non-U.S. Person and was located outside the United States at

each time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be a non-U.S. Person and located outside the United States and has not purchased such Equity Shares for the account or benefit of any U.S. Person or any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any U.S. Person or any person in the United States;

(5) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

(6) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares, or any economic interest therein, may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States;

(7) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the Securities Act in the United States with respect to the Equity Shares;

(8) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

(9) the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;

(10) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(11) the purchaser acknowledges that the Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Each person in a Member State of the EEA which has implemented the Prospectus Directive (each, a "Relevant Member State) who receives any communication in respect of, or who acquires any Equity Shares under, the offers contemplated in the Red Herring Prospectus will be deemed to have represented, warranted and agreed to and with each Underwriter and the Company that:

1. it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and
2. in the case of any Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Equity Shares acquired by it in the placement have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Underwriters has been given to the offer or resale; or (ii) where Equity Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Equity Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an "offer of Equity Shares to the public" in relation to any of the Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Disclaimer Clause of the BSE

BSE Limited ("**the Exchange**") has given vide its letter dated July 29, 2013, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter ref.: NSE/LIST/212427-2 dated August 5, 2013 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of the Draft Red Herring Prospectus was filed with SEBI on July 12, 2013 at the Securities and Exchange Board of India, Northern Regional Office, 5th Floor, Bank of Baroda Buidling, 16, Sansad Marg, New Delhi – 110 001, India.

A copy of the Red Herring Prospectus with the other documents required to be filed under Section 32 of the Companies Act, 2013 has been filed with the RoC and a copy of the Prospectus has been delivered for registration with the RoC at the office of the RoC at the following address:

Registrar of Companies

National Capital Territory of Delhi and Haryana

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi 110 019
India
Telephone: +91 11 2623 5704
Facsimile: + 91 11 2623 5702

Listing

The Equity Shares are listed on the NSE and the BSE. Applications have been made to the Stock Exchanges to use their respective names in the Red Herring Prospectus and Prospectus. NSE through its letter dated August 5, 2013 and BSE through its letter dated July 29, 2013 granted approval for the use of their respective names in the Red Herring Prospectus and Prospectus. BSE will be the Designated Stock Exchange, with which the basis of allocation will be finalized for the Offer.

If the trading permission of the Equity Shares is not granted by any of the Stock Exchanges, the Selling Shareholder shall forthwith repay without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within the time prescribed by applicable law after the Selling Shareholder becomes liable to repay it, then the Selling Shareholder shall, on and from expiry of such time, be liable to repay the money, with interest in accordance with the rates as prescribed by applicable law.

The Company will ensure that all steps for the completion of the necessary formalities for commencement of trading at all the Stock Exchanges mentioned above are taken within 12 Working Days of the Offer Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who—*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under section 447.*"**

Consents

Consents in writing of the Directors, the Company Secretary and Compliance Officer, members of the Syndicate, Registrar to the Offer, Bankers to the Offer, Auditors, domestic legal counsel to the Company and the Selling Shareholder and international legal counsel to the Offer, each as referred to in the Red Herring Prospectus, in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Further, in accordance with the Companies Act and the SEBI ICDR Regulations, M. Verma and Associates have agreed to provide their written consent to the inclusion of their report on the financial statements and the statement of tax benefits, in the form and context in which they appear in this Prospectus, and such consent and reports have not been withdrawn up to the time of delivery of the Red Herring Prospectus and Prospectus for registration to the RoC.

Expert opinion

Except for the report of the Auditors on the standalone and consolidated financial statements and the statement of tax benefits on page 207, 176 and 90 included in the Prospectus, the Company has not obtained any expert opinions.

Offer related expenses

The estimated Offer expenses are as under:

S. No.	Activity Expense	Amount (₹. million)	Percentage of Total Estimated Offer Expenditure	Percentage of Offer Size
1.	Fees of the Book Running Lead Managers	46.00	30.82%	0.92%
2.	Underwriting commission, Fees to the Bankers to the Offer, brokerage and selling commission (including commission and processing fees to SCSBs for ASBA Applications, commission to Non Syndicate Registered Brokers, as applicable)*	7.16	4.79%	0.14%
3.	Fees of the Registrar to the Offer	1.85	1.26%	0.04%
4.	Advertisement and marketing expenses	74.29	49.76%	1.49%
5.	Other Expenses (Auditors' fees, legal fees, regulatory fees, listing fees etc.)	19.98	13.38%	0.40%
	Total	**149.31**	100.00%	3.00%

**To be finalized at the time of finalization of Basis of Allotment.*

The GoI shall bear the expenses directly pertaining to the Offer.

Processing fees payable to SCSBs

In relation to Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, up to 5% of the Selling Commission payable to the members of the Syndicate for such Bid cum Application Forms will be available for distribution as processing fee to the relevant SCSBs (the "**Syndicate ASBA Processing Fee**"). The Syndicate ASBA Processing Fee will be divided by the total number of Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, to arrive at the per application Syndicate ASBA Processing Fee ("**Per Application Syndicate ASBA Processing Fee**"), which will be subject to a cap of ₹ 10 per Bid cum Application Form. For calculating the total number of Bid cum Application Forms procured by the members of the Syndicate as above, Bid cum Application Forms procured by the members of the Syndicate in the QIB category and submitted to the relevant branches of the SCSBs at the Specified Locations will also be included. Each SCSB will receive a product of the Per Application Syndicate ASBA Processing Fee, and the number of Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant SCSBs at the Specified Locations for processing. The remaining Selling Commission in relation to Bid cum Application Forms procured by the members of the Syndicate and submitted to the relevant branches of the SCSBs at the Specified Locations for processing, after deducting the Syndicate ASBA Processing Fee, will be payable to the members of the Syndicate.

Commission Payable to Non Syndicate Registered Brokers

Subject to the cap as mentioned below, the commission payable to the Non Syndicate Registered Brokers shall be as follows:

- Size of the Bid cum Application Form Commission Payable up to Rs. 100,000: Rs. 10 per Bid cum Application Form which is considered eligible for Allotment in the Offer

- Greater than Rs. 100,000: Rs. 15 per Bid cum Application Form which is considered eligible for Allotment in the Offer.

The total Non Syndicate Registered Broker Commission to be paid to the Non Syndicate Registered Brokers for the Bid cum Application Forms procured by them which are considered eligible for Allotment in the Offer ("**Eligible Bid cum Application Forms**") calculated as per the table above, shall be capped at 0.35%, 0.15% and 0.25% of the product of the number of Equity Shares Allotted to Retail Individual Investors, Non-Institutional Investors and Eligible Employees bidding in the Employee Reservation Portion, respectively, and the Offer Price in relation to the Eligible Bid cum Application Forms procured by them (the "**Maximum Brokerage**"). In case the total Non Syndicate Registered Broker Commission payable to the Non Syndicate Registered Brokers exceeds the Maximum Brokerage, then the commission paid to the Non Syndicate Registered Brokers per Eligible Bid cum Application Form as per the table above would be proportionately adjusted such that the total Non Syndicate Registered Broker Commission payable to them does not exceed the Maximum Brokerage. The terminal from which the Bid has been uploaded will be taken into account in order to determine the commission payable to the relevant Non Syndicate Registered Broker. The Non Syndicate Registered Broker Commission payable to Non Syndicate Registered Brokers shall be inclusive of all taxes. The above-mentioned Offer expenses will be borne by the Selling Shareholder. The Government will bear the expenses relating to the payment of brokerage to the brokers etc. In the first instance the brokerage will be paid by the appointed BRLMs and on successful completion of the transaction, the brokerage would be reimbursed on production of documentary proof of actual disbursement within the stipulated period of one month from the date of finalization of the basis of allotment.

Fees, Brokerage and Selling Commission to the Book Running Lead Managers and the Syndicate Members

The details of fees, underwriting and selling commission and brokerage payable to the BRLMs and the Syndicate Members will be as stated in the engagement letters with the BRLMs, and the Request for Proposal for the engagement of the BRLMs in the Offer issued by the Department of Disinvestment, MoF and the Syndicate Agreement, copies of which will be made available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days during the Offer Period.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer by the GoI will be as per the agreement dated July 11, 2013 signed with the Selling Shareholder and the Company, a copy of which will be made available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days during the Offer Period.

Particulars regarding Public or Rights Issues during the last five years

The Company has made the following public/rights issues in the five years preceding the date of this Prospectus.

In 2010, the Company made a further public offer through an offer for sale by the Promoter. The details of the further public offer are as follows:

Sl. No	Closing Date	Date of Allotment	Date of Refunds	Date of listing on the designated stock exchange	Issue at a premium or discount	Amount of premium
1.	July 30, 2010 except for QIB category which closed on July 29, 2010	August 10, 2010	August 10, 2010	August 12, 2010	Premium	For Retail Individual Bidders: ₹ 270.50 per equity share For all other categories: ₹ 285 per equity share

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in "Capital Structure" on page 78, the Company has not issued any Equity Shares for consideration other than cash.

Underwriting Commission, Brokerage and Selling Commission on Previous Offer

Since the FPO in 2010 was an offer for sale by the Promoter, no underwriting, brokerage and selling commissions was paid by the Company in relation to the FPO 2010.

Details of the Company for capital issuances in the last three years

The Company has not issued any capital in the last three years.

Promise v/s performance - Last Three Issues of the Company

The objects of the FPO in 2010 was disinvestment of Equity Shares by the Promoter, acting through the MoPNG. The Company did not receive any proceeds from the FPO in 2010, consequently there has not been any non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years.

Further, besides the FPO in 2010, the Company has not made any public/ rights issues in the last 10 years.

Performance vis-à-vis objects - Last one issue of Subsidiaries / associate companies

None of the Subsidiaries has made any public/rights issue in the last 10 years.

Outstanding Debentures or Bond Issues or redeemable Preference Shares

The Company has no outstanding debentures or bonds or redeemable preference shares as on date of this Prospectus.

Partly Paid-up Shares

There are no partly paid up Equity Shares.

Stock Market Data of the Equity Shares

Please see "Stock Market Data for Equity Shares of the Company" on page 295.

Other Disclosures

Neither the Selling Shareholder nor our Directors have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

SEBI has not initiated any action against any entity related to the securities market, with which our Directors are associated.

Status of Investor Complaints

The Company received a total of 476 investor complaints since October 1, 2010 till February 10, 2014. During the same period, the Company disposed off 476 investor complaints. There were no investor complaints pending as February 10, 2014.

Mechanism for Redressal of Investor Grievances

The agreement dated July 11, 2013 among the Registrar to the Offer, the Selling Shareholder and the Company provides for retention of records with the Registrar to the Offer for a period of at least three years to enable Bidders to approach the Registrar to the Offer for redressal of their grievances.

All future communications in connection with queries related to allotment, credit of Equity Shares, refunds, non-receipt of Allotment Advice and other post-Offer matters should be addressed to the Registrar to the Offer. In case of ASBA Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB. In case of queries related to the upload of ASBA Bids submitted to the members of the Syndicate at the Syndicate ASBA Bidding Locations, the Bidders should contact the relevant member of the Syndicate. All such communications should quote the full name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Designated Branch, as the case may be, where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to the ASBA process may also be copied to o the Registrar to the Offer.

Disposal of Investor Grievances by the Company

The Company estimates that the average time required by the Company or the Registrar to the Offer for redressal of routine investor grievances will be within seven to 10 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, the Company will seek to redress these complaints as expeditiously as possible.

The Company has appointed Mr. Rajan Kapur as the Compliance Officer and, in case of any pre-Offer or post-Offer related problems he may be contacted at the following address:

Mr. Rajan Kapur
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi – 110 066
Telephone: +91 11 2610 0258
Facsimile: +91 11 2619 1690
Email: company.secretary@eil.co.in

Disposal of investor grievances by listed companies under the same management as the Company

There is no listed company under the same management as the Company.

Change in Auditors in the past three years

Fiscal	Name of the Auditor	Date of appointment	Date of cessation	Reason for Change
2011	Jagdish Chand & Co.	July 13, 2010*	August 16, 2011	Appointment of new auditor for Fiscal 2012 by the Comptroller and Auditor General of India
2012	M. Verma & Associates	August 17, 2011	Continuing	Appointment by the Comptroller and Auditor General of India

** Jagdish Chand & Co. were first appointed for Fiscal 2008 and its appointment was renewed on a yearly basis till Fiscal 2011*

Capitalization of Reserves or Profits

Apart from the bonus issues as mentioned in the section “Capital Structure” the Company has not capitalised its reserves or profits at any time during the last five years. For details of the bonus issues, please see “Capital Structure – Notes to the Capital Structure” on page 78.

Revaluation of Assets

The Company has not revalued its assets since its incorporation.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Offer Shares being transferred pursuant to the Offer are subject to the provisions of the Companies Act, Companies Act, 2013, the SEBI Regulations, our Memorandum and Articles, the terms of the Red Herring Prospectus, the Prospectus, the Bid cum Application Form, the Revision Form, the Allotment Advice, the Listing Agreements with the Stock Exchanges and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of this Offer. The Offer Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of this Offer and to the extent applicable.

Ranking of Equity Shares

The Equity Shares being offered and sold in the Offer will, subject to the provisions of the Companies Act and Companies Act, 2013, our Memorandum of Association and Articles of Association, rank *pari passu* with the existing Equity Shares, including in respect of dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. Please see "Main Provisions of the Articles of Association" on page 386.

Mode of Payment of Dividend

The Company shall pay dividends, if declared, to shareholders of the Company as per the provisions of the Companies Act, Companies Act, 2013, Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Please see "Dividend Policy" on page 175.

Cost of the Offer

The GoI shall bear the expenses directly pertaining to the Offer.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 5 each. At any given point of time there shall be only one denomination for the Equity Shares.

The Floor Price of the Equity Shares is ₹ 145 per Equity Share and the Cap Price is ₹ 150 per Equity Share. The Price Band, the minimum Bid lot and the rupee amount of the Retail Discount and the Employee Discount will be decided by the Selling Shareholder and the Company in consultation with the BRLMs, and published by the Company at least one Working Day prior to the Offer Opening Date, in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation.

Investors may be guided in the meantime by the secondary market prices.

Compliance with the SEBI Regulations

The Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, the equity shareholders of the Company shall have the following rights:

- The right to receive dividends, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;

- The right to freely transfer their Equity Shares, subject to applicable law, including any rules of the RBI and other applicable regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Companies Act, 2013, as applicable, the terms of the Listing Agreements executed with the Stock Exchanges, and our Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, please see "Main Provisions of the Articles of Association" on page 386.

Market Lot, Trading Lot and Option to receive Equity Shares in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares are being Allotted only in dematerialised form. Hence, the Equity Shares being offered through the Red Herring Prospectus can be applied for in the dematerialised form only.

Further, as per the provisions of the SEBI Regulations, the trading of our Equity Shares shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of 100 Equity Shares, subject to a minimum Allotment of 100 Equity Shares.

The Price Band and the minimum Bid lot will be decided by the Selling Shareholder and the Company, in consultation with the BRLMs, and advertised in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation, being the newspapers in which the pre-Offer advertisements were published, at least one Working Days prior to the Offer Opening Date. The Price band, along with the relevant financial ratios computed for both the Cap Price and the Floor Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in the Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination facility to investors

In accordance with Section 109A of the Companies Act, the sole or the First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the Registrar to the Offer and transfer agents of the Company.

In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of Section 109A of the Companies Act as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with the Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If the investors require to change their nomination, they are requested to inform their respective Depository Participant.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer. In terms of Regulation 26(4) of the SEBI ICDR Regulations, the Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

Application by Eligible NRIs and FPIs

It is to be distinctly understood that there is no reservation for NRIs and FPIs and other Non-Residents. Such Eligible NRIs, FPIs and other Non-Residents shall be treated on the same basis as other categories for the purposes of Allocation.

In accordance with the FEMA and the regulations framed there under, OCBs cannot Bid in the Offer.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in the Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only, the market lot for our Equity Shares will be one; no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for lock-in of the Promoter's post- Offer equity shareholding in the Offer as detailed in "Capital Structure" on page 333, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation or splitting.

OFFER STRUCTURE

The Offer of 33,693,660 Equity Shares, at an Offer Price of ₹ 150 for cash, including a premium of ₹ 145 per Equity Share for QIB Bidders and Non Institutional Investors at a price of ₹ 144 per Equity Share, including a premium of ₹ 139 per Equity Share for Retail Individual Investors and Eligible Employees, aggregating ₹ 4,981.34 million* is being made through the Book Building Process. The Offer constitutes 10 % of the paid up Equity Share capital of the Company and the Net Offer constitutes 9.85 % of the paid up Equity Share capital of the Company. The Offer comprises a Net Offer of 33,193,660 Equity Shares to the public and a reservation of 500,000 Equity Shares for Eligible Employees.

** Assuming full subscription in all the categories at the Offer Price and considering Retail Discount and Employee Discount of Rs. 6 per Equity Share to the Offer Price. However, the total Offer Size may be required to be adjusted as a consequence of, inter-alia, the Retail Discount and the Employee Discount and the actual subscription and Allotment in terms of the Basis of Allotment to be finalized in consultation with the Designated Stock Exchange.*

	Eligible Employees	**QIBs**	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares*	500,000 Equity Shares.	Not more than 16,596,830 Equity Shares, or Net Offer less allocation to Non-Institutional Bidders and Retail Individual Bidders.	Not less than 4,979,049 Equity Shares or Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 11,617,781 Equity Shares or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Offer available for Allotment/Allocation	Approximately 1.48 % of the Offer. The Employee Reservation Portion comprises approximately 0.15% of the Company's post-Offer paid-up Equity Share capital.	Not more than 50% of the Net Offer will be available for allocation to QIBs. However, 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. The unsubscribed portion in the Mutual Fund portion will be available for allocation to QIBs.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment if respective category is oversubscribed	Proportionate.	Proportionate as follows: (a) 829,842 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) 15,766,988 Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.	Proportionate.	In the event, the Bids received from Retail Individual Bidders exceeds 11,617,781 Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for allocation/Allotment to Retail Individual Bidders by the minimum Bid Lot ("**Maximum RII Allottees**"). The allocation/Allotment to Retail Individual Bidders will then be made in the following manner: • In the event the number of Retail Individual Bidders who have submitted

	Eligible Employees	QIBs	Non-Institutional Bidders	Retail Individual Bidders
				valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) Retail Individual Bidders shall be Allotted the minimum Bid lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the Retail Individual Bidders who have received Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot). In the event the number of Retail Individual Bidders who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the Retail Individual Bidders (in that category) who will then be allocated/ Allotted minimum Bid Lot shall be determined on draw of lots basis.
Minimum Bid	100 Equity Shares.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.	100 Equity Shares.
Maximum Bid	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Bid Lot	100 Equity Shares and in multiples of 100 Equity Shares thereafter.	100 Equity Shares and in multiples of 100 Equity Shares thereafter	100 Equity Shares and in multiples of 100 Equity Shares thereafter	100 Equity Shares and in multiples of 100 Equity Shares thereafter
Allotment Lot	A minimum of 100 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 100 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 100 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 100 Equity Shares and thereafter in multiples of one Equity Share.
Trading Lot	One Equity Share.	One Equity Share.	One Equity Share.	One Equity Share.
Who can Apply **	Eligible	QIBs.	Eligible NRIs, Resident	Resident Indian

	Eligible Employees	QIBs	Non-Institutional Bidders	Retail Individual Bidders
	Employees.		Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts, Sub-Accounts which are foreign corporate or foreign individuals and Eligible QFIs.	individuals (including HUFs in the name of the Karta) and Eligible NRIs.
Terms of Payment	The entire Bid Amount shall be payable at the time of submission of Bid cum Application Form. In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the Bid cum Application Form.			

* The Offer is being made through the Book Building Process wherein not more than 50% of the Offer shall be allocated to QIB Bidders on a proportionate basis. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Mutual Funds participating in the 5% reservation in the QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs. Further, not less than 15% of the Net Ofer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and the Company in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

** In case the Bid cum Application Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form.

Retail Discount and Employee Discount

The Retail Discount and Employee Discount is being offered to Retail Individual Bidders and Eligible Employees bidding in the Retail Portion and Employee Reservation Portion, respectively at the time of making a Bid. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Retail Discount or Employee Discount, as applicable, at the time of making a Bid. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 200,000. Please see "Offer Procedure - Grounds for Technical Rejections" on page 346 for information on rejection of Bids.

Letters of Allotment, refund orders or instructions to SCSBs

The Company shall credit the Equity Shares to the valid beneficiary account with its Depository Participants within two Working Days from the date of the Allotment to all successful Allottees, including ASBA Bidders which shall be done within 12 Working Days from the Offer Closing Date.

Please note that only Bidders having a bank account at any of the 86 centres where the clearing houses for the NECS as notified by the RBI (a list of which is available at http://www.rbi.org.in/scrips/ECSUserView.aspx?Id=27) are eligible to receive refunds or payment through electronic transfer of funds. For all other Bidders, including Bidders having bank accounts in the said 86 centres who have not updated their bank particulars along with the nine-digit MICR code, the refund orders shall be dispatched within 12 Working Days of the Offer Closing Date through ordinary post for refund orders less than or equal to ₹ 1,500 and through speed post/registered post for refund orders exceeding ₹ 1,500.

In case of ASBA Bidders, the Registrar to the Offer shall instruct the SCSBs to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA for withdrawn, rejected or unsuccessful or partially successful ASBAs within 12 Working Days from the Offer Closing Date.

Interest in case of delay in dispatch of refund orders or instructions to SCSBs

In accordance with the Companies Act, 2013, the requirements of the Stock Exchanges and SEBI Regulations, the Selling Shareholder and the Company undertakes that:

- Allotment shall be made only in dematerialised form within 12 Working Days from the Offer Closing Date;

- Dispatch of refund orders, except for Bidders who can receive refunds through Direct Credit, NEFT, RTGS or NECS, shall be done within 12 Working Days from the Offer Closing Date;

- Instructions to SCSBs to unblock the funds in the relevant ASBA Account for withdrawn rejected or unsuccessful Bids shall be made within 12 Working Days from the Offer Closing Date.

- It shall pay interest at 15% p.a. if the Allotment letters or refund orders have not been dispatched to the Bidders or if, in a case where the refund or portion thereof is made in electronic manner through Direct Credit, NEFT, RTGS or NECS, the refund instructions have not been given to the clearing system in the disclosed manner within 15 Working Days from the Offer Closing Date or if instructions to SCSBs to unblock funds in the ASBA Accounts are not given within 15 Working Days of the Offer Closing Date.

The Selling Shareholder and the Company will provide adequate funds required for dispatch of refund orders or Allotment Advice to the Registrar to the Offer. Refunds will be made by cheques, pay orders or demand drafts drawn on any one or more of the Refund Banker(s) and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

In case of ASBA Bidders, the SCSBs will unblock funds in the ASBA Accounts to the extent of the refund to be made based on instructions received from the Registrar to the Offer.

Bid/Offer Programme

OFFER OPENS ON	February 6, 2014
OFFER CLOSES ON	February 12, 2014

Bids and any revision in Bids will be accepted **only between 10.00 a.m. and 5.00 p.m**. (Indian Standard Time) during the Offer Period as mentioned above at the Bidding centres mentioned in the Bid cum Application Form the Designated Branches, except that on the Offer Closing Date, Bids from QIBs, Non Institutional Bidders, Retail Individual Bidders and Eligible Employees **will be accepted only between 10 a.m. and 3.00 p.m.** (Indian Standard Time) and uploaded until (i) **4.00** p.m in case of Bids by Non Institutional Bidders and QIBs, and (ii) **5.00** p.m. in case of Retail Individual Bidders and Eligible Employees, which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Managers to the Stock Exchanges.

Due to limitation of time available for uploading the Bids on the Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Offer Closing Date and, no later than 1.00 p.m (Indian Standard Time) on the Offer Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Offer Closing Date, as is typically experienced in public offerings, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will only be accepted on Working Days.

The Company, the Selling Shareholder or any member of the syndicate is not liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Bids by ASBA Bidders shall be uploaded by the SCSBs or the members of the Syndicate in the electronic system to be provided by the Stock Exchanges.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

The Selling Shareholder and the Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Offer Period in accordance with the SEBI Regulations. In such an event, the Cap Price shall not be more than 120% of the Floor Price. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down, to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The revised Price Band and the Offer Period will be widely disseminated by notification to the Stock Exchanges and the SCSBs and also by indicating the change on the website of the BRLMs.

In case of revision in the Price Band, the Offer Period shall be extended for at least three additional Working Days after such revision, subject to the total Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bidding Period, if applicable, shall be widely disseminated by notification to the SCSBs and the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and the terminals of the other members of the Syndicate.

OFFER PROCEDURE

*All Bidders should review the 'General Information Document for Investing in Public Issues' prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("**General Information Document**") included below under sub-section titled "– Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.*

Our Company, the Selling Shareholder and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process where not more than 50% of the Net Offer will be available for allocation to QIBs on a proportionate basis. Further, 5% of the QIB Portion will be available for allocation on a proportionate basis to Mutual Funds. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation, in accordance with the SEBI Regulations, to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. Up to 500,000 Equity Shares shall be available for allocation to Eligible Employees, subject to valid bids being received at or above the Offer Price.

Any under-subscription in the Employee Reservation Portion will be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription will be allowed from the Employee Reservation Portion. In the event of under-subscription in the Retail Portion or the Non-Institutional Portion, the unsubscribed portion would be allowed to be met with spill over from over subscription from any other category or a combination of categories at the sole discretion of the Selling Shareholder and the Company, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Bid cum Application Form

Retail Individual Bidders and the Eligible Employees can submit their Bids by submitting Bid cum Application Forms, in physical form, to the Syndicate, the Sub Syndicate or the Non Syndicate Registered Brokers.

Bid cum Application Forms for the Retail Individual Bidders, will be available with the Syndicate/ Sub Syndicate, Non Syndicate Registered Brokers and at our Registered Office. In addition, the Bid cum Application Forms will also be available for download on the websites of the Stock Exchanges, SCSBs and broker terminals of the Stock Exchanges, at least one day prior to the Offer Opening Date. Copies of the Bid cum Application Form for the Eligible Employees will be available at the respective offices of the Company. The Bid cum Application Form shall be serially numbered, the date and time shall be stamped, and such form shall be issued in duplicate signed by the Retail Individual Bidder or the Eligible Employees and stamped by the Syndicate/ Sub Syndicate or Non Syndicate Registered Brokers, as the case may be.

Kindly note that the Syndicate/ Sub Syndicate or the Non Syndicate Registered Broker at the Syndicate Bidding Centres or the Non Syndicate Brokers Centres, as applicable, may not accept the Bid if there is no branch of the Escrow Collection Banks at that location.

ASBA Bidders can submit their Bids by submitting Bid cum Application Forms, either in physical or electronic mode, to the SCSB with whom the ASBA Account is maintained or in physical form to the Syndicate, the Sub Syndicate or the Non Syndicate Registered Brokers. The physical Bid cum Application Forms, except for the Eligible Employees, will be available with the Designated Branches, Syndicate/ Sub Syndicate and at our Registered Office. In addition, the Bid cum Application Forms will also be available for download on the websites of the Stock Exchanges, SCSBs and broker terminals of the Stock Exchanges, at least one day prior to the Offer Opening Date.

Upon acceptance of a Bid cum Application Form, it is the responsibility of the Non Syndicate Registered Brokers to comply with the obligations set out in SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, including in relation to uploading the Bids on the online system of the Stock Exchanges, depositing the cheque and sending the updated electronic schedule to the relevant branch of the Escrow Collection Bank, and are liable for any failure in this regard.

The prescribed colour of the Bid cum Application Form for various categories of Bidders is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA and non ASBA)	White
Non-Residents and Eligible NRIs, FPIs, Sub Accounts (other than Category III FPIs), applying on a repatriation basis (ASBA and non ASBA)	Blue
Eligible Employees (ASBA and non ASBA)	Pink

**Excluding electronic Bid cum Application Forms*

Who can Bid?

In addition to the category of Bidders set forth in the sub-section titled "– Part B – General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Offer" on page 352 of this Prospectus, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorized to invest in equity shares;
- Eligible Employees; and
- Any other persons eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

Furthermore, FVCIs and multilateral and bilateral financial institutions cannot apply in the Offer as QIBs.

Participation by associates and affiliates of the BRLMs and Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to subscribe to this Offer in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLMs and the Syndicate Members may subscribe to or purchase Equity Shares in the Offer, in the QIB Portion or in Non-Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their Non-Resident External ("**NRE**") or Foreign Currency Non-Resident ("**FCNR**") accounts, maintained with banks authorized by the RBI to deal in foreign exchange. Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder Bidding on a repatriation basis will not be accepted out of Non-Resident Ordinary ("**NRO**") accounts.

Bids by FPIs

SEBI recently notified the SEBI (Foreign Portfolio Investors) Regulations whereby FIIs, sub-accounts and QFIs categories of investors were merged to form a new category called 'Foreign Portfolio Investors'. Prior to the notification of the SEBI (Foreign Portfolio Investors) Regulations, portfolio investments by FIIs and sub-accounts were governed by SEBI under the FII Regulations and portfolio investments by QFIs were governed by various circulars issued by SEBI from time to time (the "QFI circulars"). Pursuant to the notification of the SEBI (Foreign Portfolio Investors) Regulations, the FII Regulations were repealed and the QFI circulars were rescinded.

Under the SEBI (Foreign Portfolio Investors) Regulations, purchase of equity shares by an FPI or an investor group should be below 10% of the total issued capital of an Indian company.

However, portfolio investments by FIIs and QFIs are also governed by RBI under FEMA and RBI has not yet notified the corresponding amendments to regulations under FEMA. Under the FEMA regulations, no single FII can hold more than 10% of the paid up capital of an Indian company. In respect of an FII investing on behalf of its eligible sub-accounts, the investment on behalf of each eligible sub account shall not exceed 10% of the paid up capital, or 5% of the paid up capital in case such eligible sub-account is a foreign corporate or an individual. The total equity share holding of all FIIs in a company is subject to a cap of 24% of the paid up capital of the company. The 24% limit can be increased up to the applicable sectoral cap by passing a resolution by the board of the directors followed by passing a special resolution to that effect by the shareholders of the company. The Company has not obtained Board or the shareholders approval to increase the FII limit to more than 24%.

The individual and aggregate investment limits for Eligible QFIs in equity shares of a listed Indian company, under the FEMA regulations, are 5% and 10%, respectively, of the paid up capital. Further, wherever there are composite sectoral caps under the extant FDI policy, these limits for Eligible QFI investment in equity shares shall also be within such overall FDI sectoral caps.

In light of the notification of SEBI (Foreign Portfolio Investors) Regulations and the absence of any RBI notification on corresponding amendments to regulations under FEMA, FIIs and Eligible QFIs should consult their advisors regarding the investment limits applicable to them".

Under the SEBI FPI Regulations and subject to compliance with all applicable Indian laws, FPIs may issue, subscribe or otherwise deal in offshore derivative instruments (defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying security), directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, Category II FPIs under the SEBI FPI Regulations which are unregulated broad based funds and Category III FPIs under the SEBI FPI Regulations shall not issue, subscribe or otherwise deal in such offshore derivative instruments directly or indirectly. In addition, FPIs are required to ensure that further issue or transfer of any offshore derivative instruments by or on behalf of it is made only to person regulated by an appropriate foreign regulatory authority.

Pursuant to a circular dated January 13, 2012, the RBI has permitted Eligible QFIs to invest in equity shares of Indian companies on a repatriation basis subject to certain terms and conditions. Eligible QFIs have been permitted to invest in equity shares of Indian companies which are offered to the public in India in accordance with the SEBI Regulations.

Eligible QFIs shall open a single non interest bearing Rupee account with an AD category-I bank in India for routing the payment for transactions relating to purchase of equity shares (including investment in equity shares in public issues) subject to the conditions as may be prescribed by the RBI from time to time.

Eligible QFIs who wish to participate in the Offer are required to submit the Bid cum Application Form for the Offer. Eligible QFIs are advised to use the Bid cum Application Form meant for Non-Residents. Eligible QFIs are required to participate in the Offer through the ASBA process and are not permitted to issue off-shore derivative instruments or participatory notes.

Bids by VCFs and AIFs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 prescribes investment restrictions on VCFs registered with SEBI. Accordingly, the holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. However, VCFs may invest not over 33.33% of its respective investible funds in various prescribed instruments, including in public offerings.

A category III AIF cannot invest more than 10% of its corpus in one investee company. Additionally, the VCFs which have not re-registered as an AIF under the SEBI (Alternate Investment Funds) Regulations, 2012 shall continue to be regulated by the VCF Regulations till such VCFs, or schemes managed by them are wound up. Such VCFs, can, however, not launch any new schemes subsequent to the notification of the SEBI (Alternate Investment Funds) Regulations, 2012.

With respect to Bids by VCFs and AIFs and FPIs, a certified copy of their SEBI/Depository participant registration certificate must be lodged with the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserve the right to reject any Bid without assigning any reason thereof.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers is prescribed in Regulation 9 of the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the "**IRDA Investment Regulations**").

Bids by provident funds/ pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Banking Companies

The investment limit for banking companies as per the Banking Regulation Act, 1949 is 30% of the paid-up share capital of the investee company or 30% of the banks' own paid-up share capital and reserves, whichever is less (except in case of certain specified exceptions, such as setting up or investing in a subsidiary company, which requires RBI approval). Additionally, any investment by a bank in equity shares must be approved by such bank's investment committee set up to ensure compliance with the applicable prudential norms for classification, valuation and operation of investment portfolio of banks (currently reflected in the RBI Master Circular of July 1, 2010).

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPIs (other than Category III FPIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged with the Bid cum Application Form. Failing this, the Selling Shareholder and the Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason.

The Selling Shareholder and the Company in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney with the Bid cum Application Form, subject to such terms and conditions that the Company, the Selling Shareholder and the BRLMs deem fit, without assigning any reasons therefore.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 the Company has after registering the Red Herring Prospectus with the RoC published a pre- Offer advertisement, in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation. In the pre- Offer advertisement, the Offer Opening Date and the Offer Closing Date was stated. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Information for Bidders

In addition to the instructions provided to Bidders set forth in the sub-section titled "– Part B – General Information Document for Investing in Public Issues" on page 349 of this Prospectus, Bidders are requested to note the following additional information in relation to the Offer.

1. The Company shall dispatch the Red Herring Prospectus and other Offer material including Bid cum Application Forms, to the Designated Stock Exchange, Syndicate/ Sub Syndicate, Bankers to the Offer, investors' associations and SCSBs in advance.

2. The Price Band, the Bid Lot and the rupee amount of the Retail Discount and Employee Discount for the Offer will be decided by the Selling Shareholder and the Company, in consultation the BRLMs, and advertised in one English national daily newspaper and one Hindi national daily newspaper, each with wide circulation at least one Working Day prior to the Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such information shall also be disclosed to the Stock Exchanges for dissemination through, and shall be pre-filled in the Bid cum Application Forms available on, the Stock Exchanges' websites and Non Syndicate Registered Broker terminals.

3. It is not obligatory for the Non Syndicate Registered Brokers to accept the Bid cum Application Forms. However, upon acceptance of a Bid cum Application Form, it is the responsibility of the Non Syndicate Registered Brokers to comply with the obligations set out in SEBI circular no. CIR/CFD/14/2012 dated

October 4, 2012, including in relation to uploading the Bids on the online system of the Stock Exchanges, depositing the cheque and sending the updated electronic schedule to the relevant branch of the Escrow Collection Bank (in case of Bids by Bidders other than ASBA Bidders) and forwarding the schedule along with the Bid cum Application Form to the relevant branch of the SCSB (in case of Bids by ASBA Bidders), and are liable for any failure in this regard.

In case of Bid cum Application Form by non ASBA Bidders, Non Syndicate Registered Brokers shall deposit the cheque, prepare electronic schedule and send it to Escrow Collection Banks. All Escrow Collection Banks, which have branches in a Non Syndicate Broker Centre, shall ensure that at least one of its branches in the Non Syndicate Broker Centre accepts cheques. Non Syndicate Registered Brokers shall deposit the cheque in any of the bank branch of the Escrow Collection Banks in the Non Syndicate Broker Centre. Non Syndicate Registered Brokers shall also update the electronic schedule (containing application details including the application amount) as downloaded from Stock Exchange platform and send it to local branch of the Escrow Collection Banks. Non Syndicate Registered Brokers shall retain all physical Bid cum Application Forms and send it to the Registrar to Offer after six months.

4. In case of Bid cum Application Forms submitted by ASBA Bidders, Non Syndicate Registered Brokers shall forward a schedule (containing application number and amount) along with the Bid cum Application Forms to the branch where the ASBA Account is maintained of the relevant SCSB for blocking of fund.

5. Eligible Employee bidding under the Employee Reservation Portion may also Bid in the Net Offer and such Bids will not be treated as multiple Bids.

6. The Syndicate/ Sub Syndicate, the SCSBs and the Non Syndicate Registered Brokers, as the case may be, will enter each Bid option into the electronic Bidding system as a separate Bid and generate a Transaction Registration Slip, ("**TRS**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form. All accepted Bids made at the Non Syndicate Broker Centre shall be stamped and thereby acknowledged by the Non Syndicate Registered Brokers at the time of receipt, which shall form the basis of any complaint. It is the Bidder's responsibility to obtain the TRS from the Syndicate/ Sub Syndicate, the Designated Branches or Non Syndicate Registered Brokers. The registration of the Bid by the Syndicate/ Sub Syndicate, the Designated Branches or Non Syndicate Registered Brokers does not guarantee that the Equity Shares shall be allocated/ Allotted by the Company. Such TRS will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier TRS and may request for a revised TRS from the Syndicate/ Sub Syndicate, the Non Syndicate Registered Brokers or the SCSB as proof of his or her having revised the previous Bid.

7. The Selling Shareholder and the Company, in consultation with the BRLMs, will finalise the Offer Price within the Price Band, without the prior approval of or intimation to the Bidders.

8. In relation to electronic registration of bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by the Company, the Selling Shareholder and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Company, the Selling Shareholder, the management or any scheme or project of the Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

9. In case of an upward revision in the Price Band, Retail Individual Bidders and Eligible Employees who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted by the ASBA Bidders to SCSB or to the Syndicate (in specified cities) to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the Red Herring Prospectus if the Bid was made through ASBA. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher

than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

10. In case of a downward revision in the Price Band, Retail Individual Bidders and Eligible Employee who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding would be refunded from the Escrow Account or unblocked, in case of ASBA Bidders.

11. Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the ASBA Bids, if revision of the Bids results in an incremental amount, the SCSBs shall block the additional Bid Amount. In case of Bids, other than ASBA Bids, the Syndicate/ Sub Syndicate or the Non Syndicate Registered Brokers, as the case may be, shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions.

12. Allocation to Non-Residents, including Eligible NRIs and FPIs will be subject to applicable law, rules, regulations, guidelines and approvals.

13. The Allotment and trading of the Equity Shares would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

Signing of the Underwriting Agreement and the RoC Filing

The Company, the Selling Shareholder and the Underwriters have entered into an Underwriting Agreement immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company has filed the Prospectus with the RoC. The Prospectus has details of the Offer Price, Offer size and underwriting arrangements and is complete in all material respects.

GENERAL INSTRUCTIONS

In addition to the general instructions provided in the sub-section titled "Part B – General Information Document for Investing in Public Issues" on page 349 of this Prospectus, Bidders are requested to note the additional instructions provided below.

1. Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground;
2. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms, or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
3. If you are a Non Institutional Bidder or QIB Bidder, do not submit your Bid after 4.00 p.m. on the Offer Closing Date; and
4. Do not send your physical Bid cum Application Form by post. Instead submit the same with a Designated Branch of the SCSBs, Syndicate/ Sub Syndicate the Non Syndicate Registered Brokers, as the case may be.
5. The Reserve Bank of India has issued standard operating procedure in terms of paragraph 2(a) of RBI circular number DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only on three days of the week. As prescribed by the SEBI Circular No.CIR/CFD/DIL/3/2010 dated April 22, 2010, the Equity Shares are required to be listed within 12 Working Days of the Offer Closing Date. In order to enable compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond 6 working days from the date of the closure of the issue, in terms of the aforesaid SEBI Circular.

INSTRUCTIONS FOR ELIGIBLE EMPLOYEES

In addition to the general instructions in relation to Eligible Employees Bidding in the Offer provided in the sub-section titled "Part B – General Information Document for Investing in Public Issues" on page 349 of this Prospectus, Eligible Employees are requested to note the additional instructions provided below.

1. **Maximum and Minimum Bid Size**: Bids by Eligible Employees must be for a minimum of 100 Equity Shares and in multiples of 100 Equity Shares thereafter, so as to ensure that the Bid Amount, does not exceed ₹ 200,000. In case of revision of Bids, Eligible Employees have to ensure that the Bid Amount does not exceed ₹ 200,000. In case the Bid Amount is over ₹ 200,000, due to, among other things, revision of the Bid or revision of the Price Band or on exercise of bidding at Cut-off Price the Bid is liable to be rejected. Eligible Employees have the option to bid at Cut-off Price indicating their agreement to Bid and purchase at the Offer Price. Eligible Employees bidding at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion have an option to Bid using either the ASBA process or the non-ASBA process.

2. Copies of the Bid cum Application Form for the Eligible Employees will be available at the respective offices of the Company.

3. **Basis of Allotment for Eligible Employees:**

   (i) The Bid must be for a minimum of 100 Equity Shares and in multiples of 100 Equity Shares thereafter so as to ensure that the Bid Amount by the Eligible Employees does not exceed ₹ 200,000. The allotment in the Employee Reservation Portion will be on a proportionate basis. Bidders under the Employee Reservation Portion may bid at Cut-Off Price.

   (ii) The value of Allotment to any Eligible Employee shall not exceed ₹ 200,000.

   (iii) Bids received from the Eligible Employees at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Eligible Employees will be made at the Offer Price.

   (iv) If the aggregate demand in this category is less than or equal to 500,000 Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

   (v) If the aggregate demand in this category is greater than 500,000 Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis up to a minimum of 100 Equity Shares. For the method of proportionate Basis of Allotment, see the sub-section titled " – Part B – General Information Document for Investing in Public Issues – Allotment Procedure and Basis of Allotment" on page 376 of this Prospectus.

   (vi) Only Eligible Employees are eligible to apply under the Employee Reservation Portion.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

In addition to the instructions for completing the Bid cum Application Form provided in the sub-section titled "Part B – General Information Document for Investing in Public Issues – Applying in the Issue – Instructions for filing the Bid cum Application Form/ Application Form" on page 353 of this Prospectus, Bidders are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

2. Bids through ASBA must be made in single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus and in the Bid cum Application Form.

3. Bids on a repatriation basis shall be in the names of individuals, or in the name of FPIs and Eligible QFIs, but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Bids by Eligible NRIs and Eligible QFIs for a Bid Amount of up to ₹ 200,000 would be

considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹ 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Escrow mechanism for non-ASBA Bidders

In addition to the payment instructions for non-ASBA Bidders as provided in the sub-section titled "Part B – General Information Document for Investing in Public Issues – Applying in the Issue – Payment Details – Instructions for non-ASBA Applicants" on page 368 of this Prospectus, non-ASBA Bidders are requested to note the following.

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:

   - In case of resident Retail Individual Bidders: "Escrow Account – EIL Further Public Offer – R";
   - In case of Non-Resident Retail Individual Bidders: "Escrow Account– EIL Further Public Offer –NR"; and
   - In case of Eligible Employees: "Escrow Account– EIL Further Public Offer – Eligible Employees".

2. Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts will be rejected. Please note that cheques without the nine digit Magnetic Ink Character Recognition ("**MICR**") code are liable to be rejected.

3. **Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between the Company, the Selling Shareholder, the Syndicate, the Escrow Collection Banks and the Registrar to the Offer to facilitate collections from the Bidders.**

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the sub-section titled "Part B – General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections" on page 373 of this Prospectus, Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without payment of the entire Bid Amount;
2. Bids submitted by Retail Individual Bidders or the Eligible Employees which does not contain details of the Bid Amount and the Bid Amount in the Bid cum Application Form;
3. Bids submitted by Retail Individual Bidders or the Eligible Employees which does not contain details of the Bid Amount and the Bid Amount in the Bid cum Application Form;
4. Bids submitted on a plain paper;
5. Bids by HUFs not mentioned correctly as given in the sub-section titled " – Who can Bid?" on page 339 of this Prospectus;
6. Bid cum Application Form submitted to the BRLMs does not bear the stamp of the BRLMs or the Registered Brokers;
7. ASBA Bids submitted directly to the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the BRLMs, as the case may be;
8. Signature of First/sole Bidder missing;
9. With respect to ASBA Bids, the Bid cum Application Form not being signed by the account holders, if the account holder is different from the Bidder;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids Retail Individual Bidders and Eligible Employees with Bid Amount for a value of more than ₹ 200,000;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stockinvest/money order/postal order/cash;

15. Bids by persons in the United States excluding "qualified institutional buyers" as defined in Rule 144A of the U.S. Securities Act;
16. Bids by U.S. Persons, as defined under Regulation S of the U.S. Securities Act, outside the United States; and
17. Bids uploaded by QIBs and Non-Institutional Bidders after 4.00 p.m. on the Offer Closing Date, and Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Offer Closing Date, unless extended by the Stock Exchanges.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, two agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated July 4, 2011 among NSDL, the Company and the Registrar to the Offer.
- Agreement dated June 30, 2011 among CDSL, the Company and Registrar to the Offer.

UNDERTAKINGS BY THE COMPANY

The Company undertakes the following:

- That the complaints received in respect of this Offer shall be attended to by the Company expeditiously and satisfactorily;
- That all steps for completion of the necessary formalities for commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be undertaken within 12 Working Days of the Offer Closing Date;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;
- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 12 Working Days of the Offer Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That the certificates of the securities/ refund orders to the non-resident Indians shall be despatched within specified time;
- That no further issue of Equity Shares shall be made till final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares offered through the Red Herring Prospectus;
- That adequate arrangements shall be made to collect all Bid cum Application Forms by ASBA Bidders and to consider them similar to non-ASBA applications while finalising the Basis of Allotment;

Further, the Company confirms that other than the disclosures made in the Red Herring Prospectus and Prospectus, nothing material has changed in respect of disclosures made by the Company at the time of its previous further public offering made in Fiscal 2011. For details regarding the further public offering in Fiscal 2011, please see the section titled “Other Regulatory and Statutory Disclosures” on page 313.

UNDERTAKINGS BY THE SELLING SHAREHOLDER

The Selling Shareholder undertakes the following:

- That the Equity Shares are free and clear of all liens or encumbrances and shall be transferred to the successful Bidders within the specified time;
- The funds required for making refunds to unsuccessful Bidders or despatch of Allotment Advice as per modes prescribed in the Red Herring Prospectus shall be made available to the Registrar to the Offer;
- That the transfer of Equity Shares shall be made and the refund orders shall be dispatched or refund instructions will be given to the clearing system within 12 Working Days of the Offer Closing Date, as far as possible, and that the Selling Shareholder shall pay interest as prescribed by applicable law if allotment has not been made and refund orders have not been dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system within the aforesaid period;

- If the Selling Shareholder does not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisement had appeared. The stock exchanges where the Equity Shares are listed shall also be informed promptly;
- If the Selling Shareholder withdraws the Offer after the Offer Closing Date, the Company shall be required to file a fresh red herring prospectus with the RoC/SEBI, in the event the Company subsequently decides to proceed with the Offer;
- The Selling Shareholder shall not further transfer Equity Shares during the period commencing from submission of the Draft Red Herring Prospectus with the SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Offer;
- The Selling Shareholder will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares available in the Offer for Sale;
- The Selling Shareholder will take all such steps as may be required to ensure that the Equity Shares are available for transfer in the Offer for Sale;
- The Selling Shareholder has authorized the Compliance Officer of the Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale;
- The Selling Shareholder shall not have recourse to the proceeds of the Offer for Sale until the final trading approvals from all the Stock Exchanges have been obtained.

The decisions with respect to the Price Band, the minimum Bid lot, rupee amount of the Retail Discount and Employee Discount, revision of Price Band, Offer Price, will be taken by the Selling Shareholder and the Company, in consultation with the BRLMs.

Utilisation of Offer proceeds

The Selling Shareholder along with the Company declares that all monies received out of this Offer shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Withdrawal of the Offer

In accordance with the SEBI Regulations, the Selling Shareholder, in consultation with BRLMs, reserve the right not to proceed with the Offer at any time after the Offer Opening Date. Provided if the Selling Shareholder withdraws the Offer after the Offer Closing Date, it will give reason thereof within two days of the Offer Closing Date by way of a public notice in the same newspapers where the pre- Offer advertisements were published. Further, the Stock Exchanges shall be informed promptly in this regard and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the ASBA Accounts within one Working Day from the date of receipt of such notification.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which the Company shall apply for after Allotment, and the final RoC approval of the Prospectus.

In the event the Selling Shareholder, in consultation with the BRLMs, withdraws the Offer after the Offer Closing Date, a fresh offer document will be filed with the RoC/SEBI in the event we subsequently decide to proceed with the Offer.

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PART B
General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations, 2009").

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("RHP")/Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 (the "Companies Act") as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues - Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

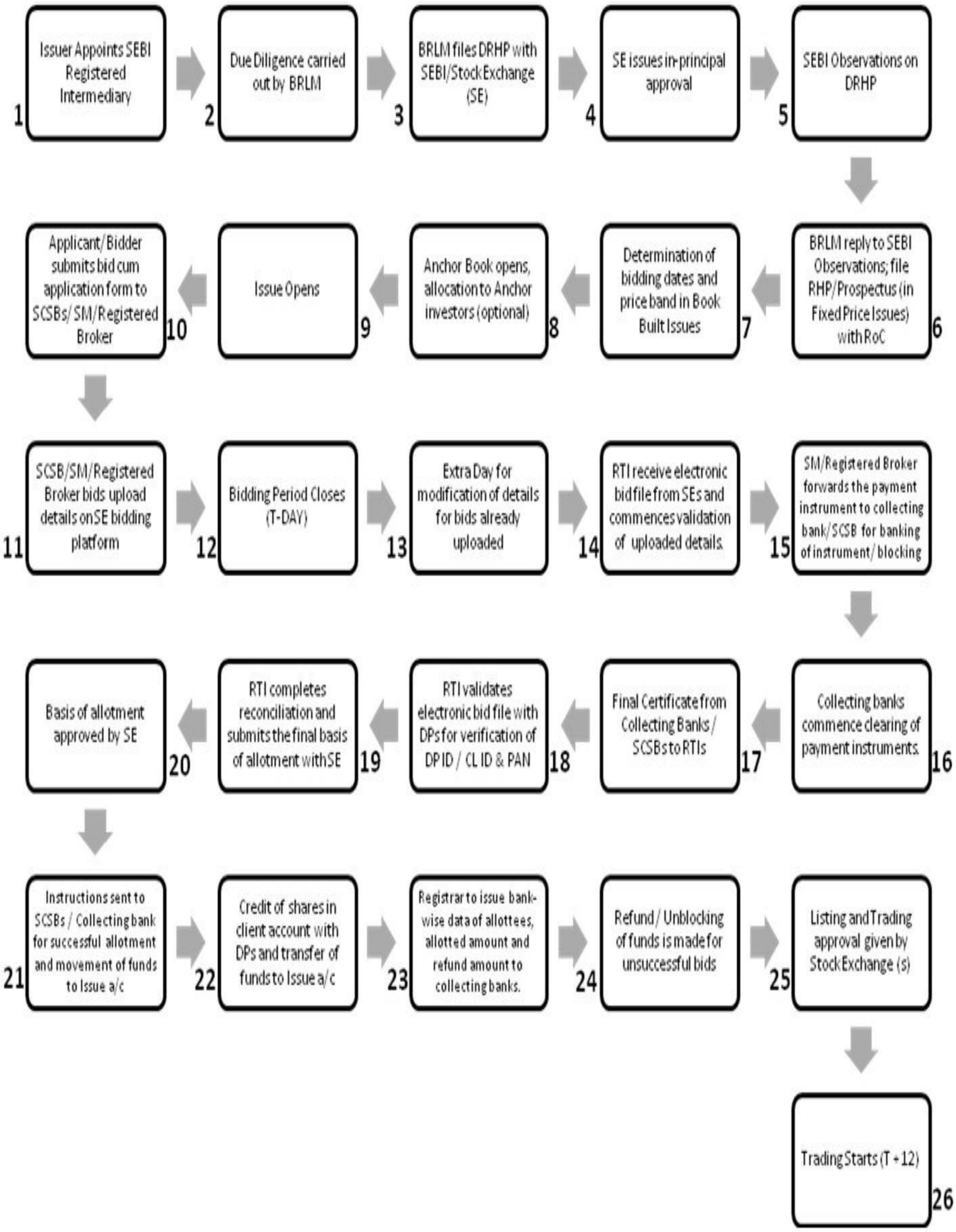
In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows [Bidders/Applicants may note that this is not applicable for Fast Track FPOs.]:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7 : Determination of Issue Date and Price
  (ii) Step 10: Applicant submits ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.
  (iii) Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
  (iv) Step 12: Issue period closes
  (v) Step 15: Not Applicable


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchange (SE)
4 SE issues in-principal approval
5 SEBI Observations on DRHP
6 BRLM reply to SEBI Observations; file RHP/Prospectus (in Fixed Price Issues) with RoC
7 Determination of bidding dates and price band in Book Built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/ Bidder submits bid cum application form to SCSBs/ SM/Registered Broker
11 SCSB/SM/Registered Broker bids upload details on SE bidding platform
12 Bidding Period Closes (T-DAY)
13 Extra Day for modification of details for bids already uploaded
14 RTI receive electronic bid file from SEs and commences validation of uploaded details.
15 SM/Registered Broker forwards the payment instrument to collecting bank/SCSB for banking of instrument/ blocking
16 Collecting banks commence clearing of payment instruments.
17 Final Certificate from Collecting Banks / SCSBs to RTIs
18 RTI validates electronic bid file with DPs for verification of DP ID / CL ID & PAN
19 RTI completes reconciliation and submits the final basis of allotment with SE
20 Basis of allotment approved by SE
21 Instructions sent to SCSBs / Collecting bank for successful allotment and movement of funds to Issue a/c
22 Credit of shares in client account with DPs and transfer of funds to Issue a/c
23 Registrar to issue bank-wise data of allottees, allotted amount and refund amount to collecting banks.
24 Refund / Unblocking of funds is made for unsuccessful bids
25 Listing and Trading approval given by Stock Exchange (s)
26 Trading Starts (T + 12)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);

- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);

- Hindu Undivided Families or HUFs, in the individual name of the *Karta.* The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta"*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;

- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;

- QIBs;

- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;

- Qualified Foreign Investors subject to applicable law;

- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);

- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;

- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;

- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;

- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and

- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub- Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders / Applicants bidding / applying in the reserved category.	[As specified by the Issuer]

Securities Issued in an IPO of Issue size equal to rupees ten crores or more can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM / APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE

IN

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S/AGENT'S STAMP & CODE
ESCROW BANK / SCSB BRANCH STAMP & CODE	**SUB-BROKER'S/SUB-AGENT'S STAMP & CODE**
BANK BRANCH SERIAL NO.	**REGISTRAR'S / SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off ")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
	7 | 6 | 5 | 4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

☐ Retail Individual

☐ Non-Institutional

☐ QIB

6. Investor Status

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VC
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)

PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ **(A) CHEQUE/ DEMAND DRAFT (DD)**

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ **(B) ASBA**

Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)	BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date : _______________, 2011	3)	

TEAR HERE

XYZ LIMITED

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Amount Paid (₹ in figures)

Bank & Branch

Stamp & Signature of Banker

Cheque / DD/ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

8

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FIIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE
INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S/AGENT'S STAMP & CODE
ESCROW BANK / SCSB BRANCH STAMP & CODE	**SUB-BROKER'S/SUB-AGENT'S STAMP & CODE**
BANK BRANCH SERIAL NO.	**REGISTRAR'S / SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please ✓)
	7 | 6 | 5 | 4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	4 | 3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. Category

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. Investor Status

- NRI — Non Resident Indian (Repatriation basis)
- FII — Foreign Institutional Investor
- FVCI — Foreign Venture Capital Investor
- FIISA — FII Sub Account Corporate / Individual
- OTH — Others (Please Specify)

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)

PAYMENT OPTIONS ☐ Full Payment ☐ Part Payment

Amount Paid (₹ in figures) (₹ in words)

☐ (A) CHEQUE/ DEMAND DRAFT (DD)

Cheque/DD No. Dated D D M M Y Y

Drawn on (Bank Name & Branch)

☐ (B) ASBA

Bank A/c No.

Bank Name & Branch

I/WE ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf

8A. SIGNATURE OF SOLE/ FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)	BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
	2)	
Date : _______, 2011	3)	

TEAR HERE

XYZ LIMITED — Acknowledgement Slip for Syndicate Member / SCSB — Bid cum Application Form No.

DPID / CLID

PAN

Amount Paid (₹ in figures) Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

Received from Mr./Ms.

Telephone / Mobile Email

TEAR HERE

XYZ LIMITED

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Syndicate Member / SCSB

Name of Sole / First Applicant

Cheque / DD/ASBA Bank A/c No.

Bank & Branch

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS — TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including refund orders and letters notifying the unblocking of the bank accounts of ASBA Bidders/Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favor of the Bidder/Applicant whose name appears in the Bid cum Application Form/Application Form or the Revision Form and all communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 30% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the

Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

(i) Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

(ii) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(iii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iv) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

(b) Upto 30% of the QIB Category can be allocated by the Issuer, on a discretionary basis [subject to the criteria of minimum and maximum number of anchor investors based on allocation size], to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FIIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.

(c) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.

(d) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for non-ASBA Bidders:**

(a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the

Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.

(b) **For Bids made through a member of the Syndicate:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.

(c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.

(d) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.

(e) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.

(g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) ASBA Bidders may submit the Bid cum Application Form either

(i) in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or

(ii) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(iii) in physical mode to a member of the Syndicate at the Specified Locations or

(iv) Registered Brokers of the Stock Exchange

(b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) **ASBA Bidders bidding through a member of the Syndicate** should ensure that the Bid cum

Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) **ASBA Bidders bidding through a Registered Broker** should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms.

(h) **ASBA Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be

(l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful

Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 12 Working Days of the Bid/Issue Closing Date.

4.1.7.3 **Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.

(b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.

(c) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

   (i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.

   (ii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

(iv) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker.

(v) Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(d) The following details (as applicable) should be quoted while making any queries –

(i) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

(ii) name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or

(iii) In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof

(iv) In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

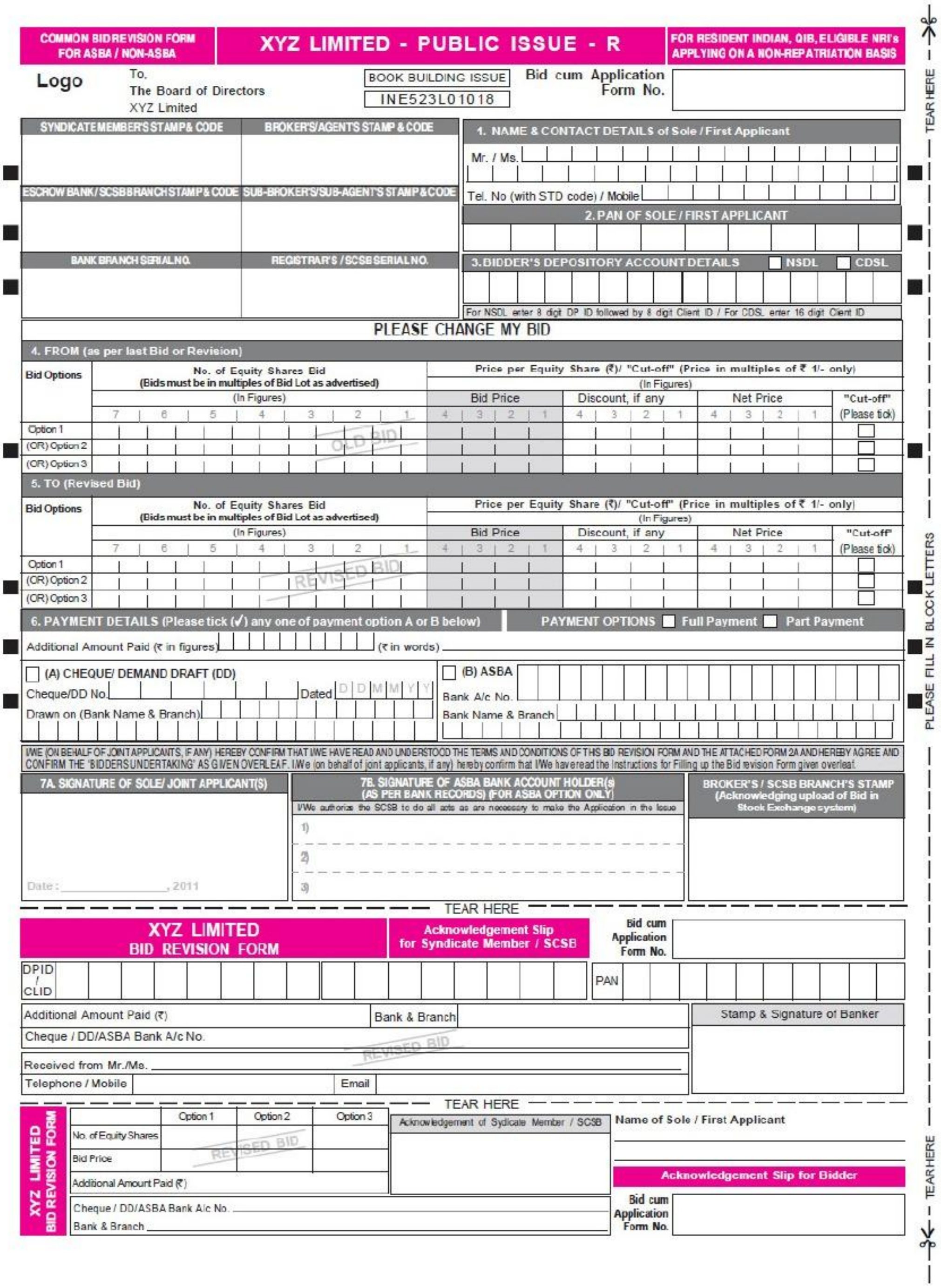
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:


COMMON BID REVISION FORM FOR ASBA / NON-ASBA

XYZ LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS

Logo

To,
The Board of Directors
XYZ Limited

BOOK BUILDING ISSUE
INE523L01018

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER'S/AGENTS STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE | SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

BANK BRANCH SERIAL NO. | REGISTRAR'S / SCSB SERIAL NO.

1. NAME & CONTACT DETAILS of Sole / First Applicant

Mr. / Ms.

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (as per last Bid or Revision)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Discount, if any	Net Price	"Cut-off" (Please tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) PAYMENT OPTIONS Full Payment Part Payment

Additional Amount Paid (₹ in figures) (₹ in words)

(A) CHEQUE/ DEMAND DRAFT (DD)
Cheque/DD No. Dated
Drawn on (Bank Name & Branch)

(B) ASBA
Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.

7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)

Date: , 2011

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue
1)
2)
3)

BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

XYZ LIMITED
BID REVISION FORM

Acknowledgement Slip for Syndicate Member / SCSB

Bid cum Application Form No.

DPID / CLID

PAN

Additional Amount Paid (₹) | Bank & Branch

Cheque / DD/ASBA Bank A/c No.

Stamp & Signature of Banker

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED
BID REVISION FORM

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Cheque / DD/ASBA Bank A/c No.
Bank & Branch

Acknowledgement of Sydicate Member / SCSB

Name of Sole / First Applicant

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) With respect to the Bids, other than Bids submitted by ASBA Bidders/Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.

(b) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(c) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(d) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate / Registered Broker to whom the original Bid was submitted.

(e) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-

Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(f) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders/Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/Applicant.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

(ii) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(iii) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").

(c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 **Instructions for non-ASBA Applicants:**

(a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).

(b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the Escrow Account as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).

(c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.

(d) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.

(f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 **Payment instructions for ASBA Applicants**

(a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.

(b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Non-ASBA Application	(a) To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form (b) To Registered Brokers
ASBA Application	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres (b) To the Designated branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.

(b) Bidders/Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid.

(c) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(d) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, ASBA Bidders/Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.

(b) Non-ASBA Bidders/Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount less discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.

(c) In case of ASBA Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.

(d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/

Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Syndicate, Registered Brokers and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until finalization of Basis of Allotment. In case a RII applying through the ASBA process wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) In case a RII wishes to withdraw the Bid after the Bid/Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalization of Basis of Allotment. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The members of the Syndicate, the Registered Broker and/or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to

  (i) the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,

  (ii) the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,

  (iii) the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or

  (iv) With respect to Bids by ASBA Bidders/Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the BRLMs, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs; and

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(h) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(k) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(l) Bids/Applications at Cut-off Price by NIIs and QIBs;

(m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/Applications by ASBA Bidders, the amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(o) In relation to ASBA Bids/Applications, submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(p) Bids/Applications for a Bid/Application Amount of more than ₹ 200,000 by RIIs by applying through non-ASBA process;

(q) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(s) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(t) With respect to ASBA Bids/Applications, inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(u) Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

(v) With respect to ASBA Bids/Applications, where no confirmation is received from SCSB for blocking of funds;

(w) Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);

(x) ASBA Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in Retail category is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. **As** the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate Members/SCSB and/or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

(i) not more than 30% of the QIB Portion will be allocated to Anchor Investors;

(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

(iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within 12 Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than fifty thousand rupees but which may extend to three lakh rupees, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, within 60 days from the Bid/Issue Closing Date, the Issuer may forthwith, without interest refund the entire subscription amount received in a manner prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on

Bidding/Application.

(b) **In case of Non-ASBA Bid/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/Applicants and also for any excess amount paid on Bidding/Application, after adjusting for allocation/ allotment to Bidders/Applicants.

(c) In case of non-ASBA Bidders/Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/Applicants in their Bid cum Application Forms for refunds. Accordingly, Bidders/Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

(d) In the case of Bids from Eligible NRIs and FIIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(a) **NECS—**Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;

(b) **NEFT—** Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code **("IFSC"),** which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit—** Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(d) **RTGS—** Bidders/Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(e) For all the other Bidders/Applicants, including Bidders/Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/Applicants

In case of ASBA Bidders/Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at rates prescribed under applicable laws if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Bid/Issue Closing Date.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB.
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is

Term	Description
	situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance

Term	Description
	with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60%

Term	Description
	of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act after the Pricing Date, containing the Issue Price ,the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Qualified Financial Investors or QFIs	Non-Resident investors, other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI. Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013 which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to

Term	Description
	RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open f business, except with reference to announcement of Price Band and Bid/Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that the each provision herein below is numbered as per the corresponding article number in the Articles of Association. All defined terms used in this section have the meaning given to them in the Articles of Association.

GENERAL

2. Save as reproduced in these Articles or made applicable by the Act the regulations contained in Table 'A' in the First Schedule to the Act shall not apply to the Company.

3. Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of, or lent on the security of, shares of the company and the Company shall not give, directly or indirectly, any financial assistance, whether by way of loan, guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for shares I the Company or any company of which it may, for the time being, be a subsidiary.

   The Article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a lien conferred by Article 31.

SHARE CAPITAL

4. The Share Capital of the Company shall be ₹ 300,00,00,000/- (Rupees Three Hundred Crores) divided into 60,00,00,000 equity shares of ₹ 5/- each'"

4A The Share Capital of the Company shall be of two types viz.

(i) Equity Share Capital
  (a) With voting rights, or
  (b) With differential rights as to dividend, voting or otherwise in accordance with such rules and subject to such conditions as may be prescribed from time to time under the Act.
  (i) Preference Share Capital

5. Subject to the provision of these Articles the shares shall be under the control of the Board of Directors who may allot or dispose of the same or any of them to such persons, upon such terms and conditions at such times, and upon such consideration as the Board may think fit. Provided that option or right to call of shares shall not be given to any person(s) without the sanction of the Company in General Meeting.

7. The Company may exercise the powers of paying commissions conferred by Section 76 of the Act and in such case shall comply with the requirements of that Section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid share or partly in one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

8 With the previous authority of the Company in General Meeting and the sanction of the Company Law Board and upon, otherwise complying with Section 79 of the Act, the Board may issue at discount shares of a class already issued.

9. If, by the conditions of allotment of any share, the whole or part of the amount or Offer Price thereof shall, be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

10. The joint-holder of a share shall be severally as well a jointly liable for the payment of all installments and calls due in respect of such shares.

11. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not except as ordered by a court of competent jurisdiction, or as by statute required, be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person.

12. Share may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered as joint-holders of any share.

CERTIFICATES

13 "Subject to the provision of the Companies (Issue of Share Certificates) Rules, 1960, or any statutory modification or reenactment thereof, Share Certificates shall be issued as follows:

(1) The Certificates of Title of Shares and duplicates thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of (i) two Directors or a Director and a person acting on behalf of another Director, under a duly registered Power of Attorney or two persons acting as Attorneys for two Directors as aforesaid; and (ii) the Company Secretary or some other person appointed by the Board for the purpose, all of whom shall sign such Share Certificate.

(2) Every member shall be entitled, without payment, to one or more Certificates in marketable lots, for all the shares of each class or denomination registered in his name.

(3) Unless the conditions of issue of any Share otherwise provide, the Company shall, within three months after date of either allotment and or surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in case of issue of Bonus Shares) or within two months of receipt of the application for registration of the transfer of any of its Shares, as the case may be, complete and have ready for delivery the Certificate of such Shares.

(4) Every Certificate of Shares shall be under the Seal of the Company and shall specify the number of shares and distinctive numbers of Shares in respect of which it is issued and amount and paid up thereon and shall be in such form as the Directors may prescribe or approve.

(5) In respect of any Share held jointly by several persons, the Company shall not be bound to issue more than one Certificate and delivery of a Certificate to one of several joint holders shall be sufficient delivery to all such holders.

(6) If any Certificate of any shares or shares be surrendered to the Company for subdivision or consolidation or if any Certificate be defaced, torn or old, decrepit, worn-out or where the cages in the reverse for recording transfers have been fully utilized, then, upon surrender thereof to the Company, the Board may order the same to be cancelled and may issue a new Certificate in lieu thereof; and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Board, and on such indemnity as the Board thinks fit being given, a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate. Where a new certificate has been issued as aforesaid it shall state on the face of it and against the stub or counterfoil that it is reissued in lieu of a Share Certificate is a duplicate issued in place of one which has been lost or destroyed, the word "duplicate" shall be stamped or punched in bold letters across the face thereof.

(7) For every Certificate issued under this Article, there shall be paid to the Company the sum of ₹ 2/- or such smaller sum together with such out of pocket expenses incurred by the Company in investigating evidence as the Board may determine.

Provided that no fee shall be changed for the issue of New Certificates in replacement of those which are old, decrepit or worn-out or where the cages on reverse for recording transfers have been fully utilized.

CALLS

14. The Board may, from time to time, subject to the terms on which any shares may have been issued, and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorizing such call was passed.

15. No call shall exceed one-fourth of the nominal amount of a share, or be made payable within one month after the last preceding call was payable. Not less than fourteen days Notice of any call shall be given specifying the time and place of payment and the person and persons to whom such call shall be paid. Provided that the Director may from time to time at their discretion extend the time fixed for the payment of any call and may extend such time to all or any of the member whom the Director may deem fit for extension but no member shall be entitled to such extension save as matter of grace and favour.

16. (1) If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the installment shall be due shall pay interest for the same at the rate of 6 per cent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.

(2) The Board shall be at liberty to waive payment of any such interest either wholly or in part.

17. If by the terms of issue of any share or otherwise any amount is made payable upon allotment or at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium every such amount or installment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.

18. Subject to the provisions of any other law in force on the trial or hearing or any action or suit brought by the Company against any member or his representatives to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is, or was, when the claim arose on the Register as a holder, or as one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any calls, nor that a quorum was present at the Board meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall

19. (1) The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to, and receive from, any Member willing to advance same whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest not exceeding 6% per annum unless the Company in General Meeting shall direct otherwise, at such rate, as the Member paying such sum agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividends. The Directors may at any time repay the amount so advanced.

(2) The members shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment, become presently payable.

(3) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

20. A call may be revoked or postponed at the discretion of the Board.

FORFEITURE AND LIEN

21. If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

22. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.

23. If the requisition of any such notice as aforesaid be not complied with any shares in respect of which notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

24. When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

25. Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit.

26. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annual the forfeiture thereof upon such conditions as it think fit.

27. A person whose share has been forfeited shall cease to be a member in respect of the share, but shall notwithstanding such forfeiture remain liable to pay, and shall forthwith pay to the Company, all calls, or instalments, interest and expenses, owning upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment at 6 per cent annum and the Board may enforce the payment thereof, or any part thereof, without any deduction allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.

28. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares; and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

29. The provisions of Articles 21 to 28 hereof shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

30. The Company shall have a first and paramount lien on every share, (not being a fully paid share), for all moneys whether presently payable or not, called or payable at fixed time in respect of that share; but the Company shall have no general lien on such partly paid-up share. The Board may at any time declare any share to be wholly or in part exempt from the provisions of the Article. The Company shall have no lien on its fully paid-up shares.

31. For the purpose of enforcing such lien the Board may sell the share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonus or other legal representative as the case may be and

default shall have been made by him or them in the payment of the moneys called or payable at a fixed time in respect of such share for fourteen days after the date of such notice.

32. The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.

33. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the share sole and cause in the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money, and after his name has been entered in the Register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

34. Where any share under the power in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered upto the Company by the former holder of such share, the Board may issue a new certificate for such share distinguishing it in such manner as it may think fit from the Certificate not so delivered up.

TRANSFER AND TRANSMISSION

35. Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the Certificate or, if no such certificate is in existence the letter of allotment of the share. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.

36. Application for the registration of the transfer of a share may be made either by the transferor, or the transferee, provided that, where such application is made by the transferor, no register shall, in the case of a partly paid share, be effected, unless the company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of these Articles the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

37. The instrument of transfer shall be in writing and all provisions of Section 108 of the Act or statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

38. Subject to the provisions of Section 111 of the Act and Section 22A of the Securities Contract Regulations) Act, 1956, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether duly paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Director shall, within one month from the date on which the instrument of transfer was lodged, with the Company send to the Transferee and Transferor, Notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the Transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the Shares. Transfer of Shares/Debentures in whatsoever lot shall not be refused.

39. No transfer shall be made, to a minor, insolvent or person of unsound mind.

40. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the Board may require to prove the title of the transferor and his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall, on request, be returned to the person depositing the same.

41. If the Board refuses whether in pursuance of Article 39 or otherwise to register the transfer of or the transmission by operation of law of the right to, any share, the Company shall within two months from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was lodged with the Company, send to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal.

42. No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

43. The executor or administrator of a deceased member (not being one of two or more joint holders) shall be the only person recognized by the Company as having any title to the shares registered, in the name of such member, and, in case of the death of any one or more of the Joint-holders of any registered shares, the survivor will be the only person recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on the share held by him jointly with any other person. Before recognizing any executor or administrator, the Board may require him to obtain a Grant of Probate or Letter of Administration or other legal representation, as the case may be, from a competent Court in India and having effect in Delhi. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or Letters of Administration or such other legal representation upon such terms as to indemnify or otherwise as the Board, in its absolute discretion, may consider adequate.

44. Any committee or guardian of a lunatic or minor member or any person becoming entitled to or to transfer a share in consequence of the death or bankruptcy or insolvency of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this article or of this title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give), be registered as a member in respect of such share, or may, subject to the regulations as to transfer hereinbefore contained, transfer such share, This Article is hereinafter referred to as “The Transmission Article”.

45. (1) If the person so becoming entitled under the Transmission Article shall elect to be registered as holder of the share himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(2) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instruments of transfer of a share shall be applicable to any such notice of transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

46. A person so becoming entitled under the Transmission Article to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Article 44 and of Section 206 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the share.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

46A. Notwithstanding anything contained in any other Article or in any other law for the time being in force, where a nomination has been made in the manner prescribed in Section 109A of the Act, purporting to confer on any person the right to vest the shares in, or debentures of the Company, the nominee shall, on the death of the shareholder or holder of debentures of the Company or, as the case may be, on the death of joint holders, become entitled to all the rights in the shares or debentures of the Company, or as the case may be, all the joint holders in relation to such shares in, or debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

46B. (1) Notwithstanding anything contained in these Articles, any person who becomes a nominee by virtue of the provisions of Section 109A of the Act, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect either.

(a) To be registered himself as holder of share(s) or debenture(s), as the case may be; or

(b) To make such transfer of the share(s) or debenture(s), as the case may be, as the deceased shareholder or debenture holder, as the case may be, could have made.

(2) If the person being a nominee, so becoming entitled, elects to be registered as holder of the share(s) or debenture(s), himself, as the case may be, he/she shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied by the death certificate of the deceased shareholder or debenture holder, as the case may be.

(3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares or debentures shall be applicable to any such notice or transfer as aforesaid, as if the death of the member had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the as may be.

(4) A person, being a nominee entitled to share(s) or debenture(s) by reason of the death of the holder, shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share(s) or debenture(s), except that he shall not before being registered as a member in respect of his share(s) or debenture(s) be entitled in respect of it, to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share(s) or debenture(s) and if the notice is not complied with within ninety days, the Board may thereafter without payment of all dividends, bonuses or other moneys payable in respect of the share(s) or debenture(s) until the requirements of the notice have been complied with.

INCREASE AND REDUCTION OF CAPITAL

47. Before the issue of any new shares, the Company by a Special Resolution in general meeting may make provisions as to the allotment and issue of the new shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or, subject to the provisions of Section 79 of the Act, at a discount; in default of any such provisions, or so far as the same shall not extend, the new shares may be issued in conformity with the provisions of Article 5.

48. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.

49. The Company, may, from time to time, by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner and with and subject to any incident authorized and consent required by law.

ALTERATION OF CAPITAL

50. The Company in general meeting may from time to time:

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

(d) convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

51. Subject to the provisions of the Sections 100 to 105 inclusive of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed upon of all or any of his shares.

DEMATERIALIZATION OF SECURITIES

51A (A) Notwithstanding anything contained in these Articles, the Company shall be entitled and other securities (both present and future) held by it with the Depository and to offer its shares, debentures and other securities for subscription in a dematerialized from pursuant to the Depositories Act, 1996 and the rules/regulations framed thereunder, if any Option for investors :

(a) Every person subscribing to securities offered by the Company shall have the option to receive the security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of securities can at any time out of a Depository, if permitted by law, in respect of any security and the Company shall, in the manner and within the time prescribed provided by the Depositories Act, 1996 issue to the beneficial owner the required certificate of securities.

(b) If a person opts to hold his security with a depository, then notwithstanding anything to the contrary in the Act or in these Articles, the Company shall intimate such Depository the details of allotment of the security and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(c) All securities held by a Depository shall be dematerialized and shall be in fungible form. Nothing contained in Section 153 of the Act shall apply to a Depository in respect of securities held by it on behalf of the beneficial owners.

(d) (i) Notwithstanding anything to the contrary contained in the Act or in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (i) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member/debenture holder, as the case may, of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.

(e) Notwithstanding anything to the contrary contained in the Act or in these Article to the contrary where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic made or by delivery of floppies or discs.

(f) Notwithstanding contained in the Act or in these Articles, shall apply to transfer or transmission of securities where the Company has not issued any certificates and where such shares or debentures or securities are being held in an electronic and fungible form in a Depository. In such cases, the provisions of the Depositories Act, 1996 shall apply.

(g) Notwithstanding anything to the contrary contained in the Act or these Articles, after any issue where the securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(h) Nothing contained in the Act or in these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held by a Depository.

(i) Notwithstanding anything contained in these Articles, the Company shall have the right to issue securities in a public offer in dematerialized form as required by applicable laws and subject to the provisions of applicable law, trading in the securities of the Company shall be in the demat segment of the relevant stock exchanges, in accordance with the directions of SEBI, the stock exchanges and the terms of the listing agreements with the stock exchanges.

MODIFICATION OF RIGHTS

52. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a Separate General Meeting of the holders of the shares of the class. To every such Separate General Meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-fifth of the issued shares of the class but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum and that any holder of shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder. This Article is not by implication to curtail the power of modification which the Company would have if this Article were omitted. The Company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of any such agreement or resolution to the Registrar.

BORROWING POWERS

53. The Board may, from time to time, at its discretion, subject to the provisions of Section 292, 293 and 370 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purposes of the Company; provided that the Board shall not without the sanction of the Company in general meeting borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

54. The Directors may, subject to the approval of the President, secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture –stock or any mortgage, charge or any other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

55. (1) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

(2) Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

56. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee had been delivered to the Company together with the certificate or certificates of the debentures.

57. If the Board refuses to register the transfer of any debentures of the Company, shall, within two months from the date on which the instrument of transfer was lodged with Company, send to transferee notice of the refusal.

GENERAL MEETINGS

58. The Statutory Meeting of the Company shall, as required by Section 165 of the Act, be held at such time not being less than one month nor more than six months from the date at which the Company shall be, entitled to commence business and at such place as the Board may determine, and the Board shall comply with the other requirements of that Section as to the report to be submitted and otherwise.

In addition to any other meetings, general meetings of the Company shall be held within such intervals as are specified in Section 166(1) of the Act and subject to the provisions of the Section 166(2) of the Act at such times and places as may be determined by the Board. Each such General Meeting shall be called an "annual general meeting" and shall be specified as such in the notice conening the meeting the meeting. Any other meeting of the Company shall except in the case where an Extraordinary General Meeting as convened under the provisions of the next following Article, be called a "General Meeting."

59. The Board may, whenever it thinks fit, call a general meeting and it shall on the requisition of the Members, in accordance with Section 169 of the Act, proceed to call an Extraordinary General Meeting. The requisitionists may, in default of the Board convening the same, convene the Extraordinary General Meeting as provided by Section 169 of the Act.

60. The Company shall comply with the provisions of Section 188 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

61. Save as provided in sub-section (2) of Section 171 of the Act, not less than twenty one day's notice shall be given of every general meeting of the Company. Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Where any such business consist of "special business" as hereinafter defined there shall be annexed to the notice a statement complying with Section 173(2) and (3) of the Act.

Notice of every meeting of the Company shall be given to every member of the Company, to the Auditors of the Company and to any persons entitled to a share in consequence of the death or insolvency of a member in any manner hereinafter authorized for the giving of notices to such persons' provided that a member of the Company domiciled outside of India shall be entitled to require the sending of notice to such domicile by registered air post. The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meetings.

62. Subject to the provisions of Section 171(2) of the Act, General Meeting may be convened by shorter notice than 21 days.

PROCEEDINGS AT GENERAL MEETING

63. The ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in the place of those retiring by rotation, and to declare dividends. All other business transacted at any other general meeting shall be deemed special business.

64. Five members present in person shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.

65. If within half an hour from the time appointed for the meeting a quorum be present, the meeting, if convened upon requisition of Members as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board may by Notice appoint.

66. Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by the Ordinary Resolution as defined in Section 189(1) of the Act unless either the Act or these Articles specifically require such act to be done or resolution passed by a Special Resolution as defined in Section 189(2) of the Act, or in any other manner.

67. The Chairman of the Board shall be entitled to take the chair at every general meeting. If there be no such Chairman, or if at any meeting he shall not be present within half an hour after the time appointed for holding such meeting, or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director be present; or if all the Directors present decline to take the chair, then the members present shall, on show of hands or on a poll if demanded elect one of their members, being a member entitled to vote, to be Chairman.

68. Every question submitted to a meeting shall be decided, in the first instance by a show of hands, and in the case of an equality of votes, both on a show of hands and on poll if any, the Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member.

69. At any general meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by either the Chairman of his own motion or by at least two members having the right to vote on the resolution in question and present in person or by proxy, or by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of such resolution, or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on such Resolution, being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid up all the shares conferring that right, a declaration by the Chairman that the resolution has or has not been carried or has or has not been carried either unanimously, or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of that fact, without proof of the number or proportion of the votes cast in favour of, or against the resolution.

70. (1) If a poll be demanded as aforesaid, it shall be taken in such manner as the Chairman directs subject to Sections 184 and 185 of the Act, and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.

(2) A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time, not later than 48 hours from the time when the demand was made, as the Chairman of the meeting may direct.

(3) The demand of a poll may be withdrawn at any time.

(4) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers one at least of whom shall be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed, to scrutinize the votes given on the poll and to report to him thereon.

(5) On a poll a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

(6) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

71. (1) The Chairman of a general meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

72. (1) Save as hereinafter provided, on a show of hands, every member present in person and being a holder of Equity Shares shall have one vote and every person present either as a Proxy (as defined in Article 77) on behalf of a holder of Equity Shares, if he is not entitled to vote in his own right or, as a duly authorized representative of a body corporate, being a holder of Equity shares, shall have one vote.

(2) Save as hereinafter provided, on a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Act.

Provided that no body corporate shall vote by proxy so long as a resolution of its board of Directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

72A. The Company may pass such resolutions by postal ballot in the manner prescribed by Section 192A of the Act and such other applicable provisions of the Act and any future amendments or re-enactments. Notwithstanding anything contained in the provisions of the Act, the Company being a listed Company, shall in the case of a resolution relating to such business which the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of a postal ballot instead of transacting the business in a general meeting of the Company.

73. (1) Where a body corporate hereinafter called "member Company") is a member of the Company, a person, duly appointed by resolution in accordance with the provisions of Section 187 of the Act to represent such member Company at a meeting of the Company, shall, by reason of such appointment, be deemed to be a proxy, and the lodging with the Company at the Office or production at the meeting of a copy of such resolution duly signed by one director of such member Company and by its Managing Agents (if any) and certified by him or them as being a true copy of the resolution shall, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member could exercise if it were an individual member.

(2) Where the President of India is a member of the Company, the President may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of Members of the Company and such person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers including the right to vote by proxy, as the President could exercise as member of the Company.

74. Any person entitled under the Transmission Article to transfer any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.

75. While there are joint registered holders of any share anyone of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting either personally or by proxy that one of the said persons, so present whose name stands first on the register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of this Article be deemed joint-holders thereof.

76. On a poll votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

77. The instrument appointing a proxy shall be in writing under the hand of appointer or of his Attorney duly authorized in writing or if such appointer is a body corporate be under its common seal or the hands of its officer or Attorney duly authorized. A proxy who is appointed for a specified meeting only shall be called a special Proxy. Any other Proxy shall be called a General Proxy.

A person may be appointed a proxy though he is not a member of the Company and every notice convening a meeting of the Company shall state this and that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him.

78. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the Office not less than forth-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.

79. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been insanity, revocation or transfer of the share shall have been received by the Company at the office before the vote is given.

80. Every instrument appointing a Special Proxy shall be retained by the Company and shall, nearly as circumstances will admit, be in any of the forms set out in Schedule IX to the Act or near thereto as possible or in any other form which the Board may accept.

81. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised, any right of lien.

82. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

DIRECTORS

83. The number of Directors of the Company shall be not less than five and not more than Twenty Five, all of whom will be appointed by the President of India, who will prescribe the period for which they will hold office as directors and may remove them and appoint others in their places and fill in any vacancy that may occur.

84. The President of India may appoint one or more of the Directors to render advice to the Managing Director on such matters as the Board may prescribe.

85. The fees payable to a Director for attending a meeting of the Board of Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed by the Act or by the Central Government. The Directors shall be entitled to be paid their reasonable traveling and hotel and other expenses incurred in consequence of their attending at Board and committee meetings or otherwise incurred in the execution of their duties as Directors.

86. A Director shall not be required to hold any share in the capital of the Company as his qualification share.

87. If any Director, being willing, shall be called upon to perform extra services in his capacity as a Director for any of the purposes of the Company, then the Board may remunerate such Director either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substation for and other remuneration to which he may be entitled.

88. The office of a Director shall become vacant in accordance with the provisions set out in Section 283 of the Act.

89. No Director or other person referred to in Section 314 of the Act shall hold an office or place of profit save as permitted by that Section.

90. A Director of this Company may be or become a Director of any other Company promoted by this Company or in which it may be interested as a member, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such other company.

91. Subject to the provisions of Section 297 of the Act, neither shall a Director be disqualified from contracting with the Company either as vendor, purchaser or otherwise for supply of goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company, nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director, or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or director, be avoided, nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Directors holding office or of the fiduciary relation thereby established.

92. Every Director who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into or to be entered into, by or on behalf of the Company not being a contract or arrangement entered into or to be entered into, between the Company and any other company, where any of the Directors of the Company or two or more of them together holds or hold not more than two per cent of the paid up share capital in the other company, shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 299 of the Act. A General Notice, renewed in the last month of each financial year of the Company, that a Director is a director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made and, after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm, provided such general notice is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bound to give and from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of all firms of which he is a member.

ALTERNATE DIRECTORS

93. The Board may in accordance with and subject to the provisions of Section 313 of the Act appoint any person to act as alternate director for a Director during the letter’s absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.

93A Notwithstanding anything contained in any other articles of the Company, the Board shall have the power to appoint additional directors on the Board of the Company as per the provisions of the Companies Act, 1956.

MANAGING DIRECTOR

94. The President of India will appoint one of the Directors as a Managing Director.

95. The Managing Director shall receive such remuneration as may from time to time be sanctioned by the Board of Directors.

96. The Managing Director shall, subject to the superintendence, control and direction of the Board of Directors of the Company, be entrusted with substantial powers of management of the Company and in particular conduct and assume primary responsibility for the performance and supervision of the technical, administrative and day-to-day operation of the Company.

PROCEEDINGS OF DIRECTORS

97. The Board shall meet at least once in every three months and atleast four such meetings shall be held every year. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.

98. A Director may, at any time, and the Secretary shall upon the request of a Director made at any time, convene a meeting of the Board.

99. The Chairman of the Board of Directors shall be appointed by the President of India. The Chairman of the Board shall preside over all meetings of the Board. If no such Chairman is appointed or if at any meeting of the Board the Chairman, be not present with in half an hour after the time appointed for holding the meeting of the Board, the Directors present shall choose one of their members to be the Chairman of such meeting.

100. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 287 of the Act. If a quorum shall not be present within half an hour from the time appointed for holding a meeting of the Board, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.

101. Subject to the provisions of Article 102 a meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles or the Act for the time being vested in or exercisable by the Board.

102. (a) Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

(b) The Chairman shall reserve for the decision of the President any proposals or decisions of the Directors in any matter which in the opinion of the Chairman is of such importance as to be reserved for the approval of the President. No action shall be taken by the Company in respect of any proposal or decision of the Directors reserved for the approval of the President as aforesaid until his approval to the same has been obtained.

(c) Without prejudice to the generality of the above provision and subject to the guidelines and limits prescribed from time to time by the Administrative Ministry /Government/DPE, as long as the President holds more than 51% of share capital of the company, the Board shall exercise the following powers except the powers mentioned at para 102 (c) (i) (a) of Articles of Association of the company which shall be reserved for decision of the President:

(i) (a) Creation of posts of Chairman, Managing Director, Functional Directors and/or any other members of the Board of Directors.

(b) Appointment in the higher categories of posts (₹ 2500-300 and above) of persons who have attained the age of 58 years whether they are from the public or private sector.

(c) Appointments to the posts of General Managers of constituent units will be made by the Board of Directors The Board shall however, follow the procedure laid-down by the Government in the matter of selection of General Managers.

(ii) Any matter relating to the sale, lease, exchange, mortgage and/or disposal otherwise of the whole or substantially the whole of undertaking of the Company or any part thereof the original or book value of which exceeds 10 lakhs rupees.

(iii) Any matters relating to :

(a) the promotion of company/companies;

(b) entering into partnership and/or arrangement for sharing profits;

(c) formation of subsidiary company/companies;

(d) taking or otherwise acquiring and holding shares in any other company or investment in securities;

(e) division of capital into different classes of shares;

(f) undertaking works of capital nature involving capital expenditure exceeding ₹ 2 Crores; setting aside a portion of the profits of the Company to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such a manner as the Director may deem fit;

(g) to approve agreement involving foreign collaboration proposed to be entered into by the Company;

(i) to issued such directions or instructions as the President may consider necessary in regard to the exercise and performance of the Company's functions in matters involving security or substantial public interest. The Directors shall duly comply with and give immediate effect to directions or instructions so issued;

(j) to call for such returns, accounts and information with respect to the property and activity of the Company as will be required from time to time;

(k) i) to authorize the amount of capital to be raised and the terms and conditions on which it may be raised;

ii) to approve the enterprises five year and annual plans of development and the enterprises capital budget.

iii) to sanction expenditure in case of variations in approved estimates beyond 10% for any particular component parts thereof; and

iv) to approve the enterprises revenue budget in case there is an element of deficit which is proposed to be met by obtaining funds from the Government.

(d) Notwithstanding anything contained in any of the articles, the President may from time to time issue such directives or instructions as may be considered necessary in regard to the finances, conduct of business and affaires of the Company. The Company shall give immediate effect to the directives or instructions so issued.

103. The Board may subject to the provisions of the Act and these Articles, from time to time and at any time, delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Board. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting for information.

104. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding Article.

105. Acts done by a person as a Director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in these Articles. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

106. Save in those cases where a resolution is required by Section 262, 292, 297, 316 and 372(5) of the Act, to be passed at meeting of the Board or Committee of the Board, a resolution shall be as valid and effectual as if it had been passed at meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft there of in writing is circulated, together with the necessary

papers, if any, to all the Directors, or all the members of the Committee of the Board, as the case may be then in India (not being less in number than the quorum fixed for a meeting of the Board or the Committee, as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution.

MINUTES

107. (1) The Board shall, in accordance with the provisions of Section 193 of the Act, cause minutes to be kept of every general meeting of the Company and of every meeting of the Board or of every committee of the Board.

(2) Any such Minutes of any meeting of the Board or of any committee of the Board or of the Company in general meeting, kept in accordance with the provisions of Section 193 of the Act, shall be evidence of the matters stated in such Minutes. The Minutes Book of general meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 2 P.M. and 4 P.M. on such business days as the Act requires them to be open for inspection.

POWER OF THE BOARD

108. Subject to the provisions of the Act, and these Articles the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the Company in general meeting, but no regulation made by the Company in general meeting, shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

LOCAL MANAGEMENT

109. The Board may subject to the provisions of the Act make such arrangements as it may think fit for the management of the Company’s affairs aboard and for this purpose appoint local boards, attorneys and agents and fix their remuneration and delegate to them (subject to the provisions of the Act) such powers as the Board may deem requisite or expedient. The Company may exercise all the power of Section 50 of the Act and the official Seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Board shall from time to time by writing under the Seal appoint. The Company may also exercise the powers of Sections 157 and 158 of the Act with reference to the keeping of Foreign Registers.

AUTHENTICATION OF DOCUMENTS

110. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of Company and any resolutions passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

111. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is true and accurate record of a duly constituted meeting of the Board.

THE SEAL

112. The Board shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorized by it in that behalf and except in the presence of atleast two Directors and of Company Secretary or other persons as the Board may appoint for the purpose and those two Directors or such other person(s) as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. The Director(s) may, however sign a Share Certificate by affixing his signature(s) thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director(s) shall be responsible for the safe custody of such machine, equipment or other metal used for the purpose.

ANNUAL RETURNS

113. The Company shall comply with the provisions of Sections 159 and 161 of the Act as to the making of Annual Returns

RESERVES

114. The Board may, from time to time before recommending any dividend, set apart any and such portion of the profits of the Company as it thinks fit as Reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends, or repairing, improving or maintaining any of the property of the company and for such other purposes of the Company as the Board in its absolute discretion thinks conductive to the interests of the Company; and may, subject to the provisions of Section 372 of the Act, invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit, and from time to time deal with any vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the Reserves into Such special funds as it thinks fit, with full power to employ the Reserves or any parts thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

115. All money carried to the Reserves shall nevertheless remain and be profits of the Company applicable, subject to due provisions being made for actual loss or depreciation, for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the Company may, subject to the provisions of Sections 370 and 372 of the Act, be invested by the Board in or upon such investment or securities as it may select or may be used as working capital or may ordinarily be kept with the State Bank of India or any of its subsidiaries on deposit or otherwise as the Board may, from time to time, think proper.

CAPITALIZATION OF RESERVES

116. Any general may resolve that any moneys, investments or other assets forming part of the undivided profit of the Company standing to the credit of the Reserves, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and shares and standing to the credit of Share Premium Account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum. Provided that any sum standing to the credit of a share Premium Account or a Capital Redemption Reserve Account may, for the purposes of this Article, only, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

117. The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from the receipt of moneys received or recovered in respect of or arising from the realization of any capital assets of the Company or any investment representing the same instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they

receive the same as capital and in the shares and proportions in which they would have been entitled to receive that same if it had been distributed by way of dividend, provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full, the whole of the liabilities and paid up share capital of the Company for the time being.

118. For the purpose of giving effect to any resolution under the two last preceding Articles the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific to the dividend or capitalized fund as may seem expedient to the Board. Where requisite a proper contract shall be filed in accordance with Section 75 of the Act, and the Board may appoint any person to sign such contract on behalf of the person entitled to the dividend or capitalized fund, and such appointment shall be effective.

DIVIDENDS

119. Subject to the rights of members entitled to shares (if any) with preferential rights attached thereto, the profits of the Company which it shall from time to time be determined to divide in respect of any year or other periods shall be applied in the payment of dividend on Equity Shares of the Company but so that a partly paid up share shall only entitle the holder with respect thereof to such a proportion of the distribution upon a fully paid up share as the amount paid thereon bears to the nominal amount of such share and so that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not rank for dividends or confer a right to participate in profits.

120. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may subject to the provisions of Section 207 of the Act, fix the time for payment.

121. No larger dividend shall be declared than is recommended by the Board, but the Company in general meeting may declare a smaller dividend.

122. Subject to the provisions of Section 205 of the Act, no dividend shall be payable except out of the profits of the Company of out of moneys provided by the Central or a State Government for the payment of the dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.

123. The net profits of the Company shall be determined in accordance with generally accepted accounting principles.

124. The Board may, fro time to time, pay to the members such interim dividends as appear to the Board to be justified by the provisions of the Company.

125. The Board may deduct from any dividend payable to any member all sums of money, if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.

126. Any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixed, but so that the call on each member shall not exceed the dividend payable to him, and so that the call may be made payable at the same time as the dividend and the dividend may be set off against the call.

127. No dividend shall be payable except in cash. Provided that nothing in the foregoing shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on the shares held by the members of the Company.

128. A transfer of shares shall not pass the rights to any dividend declared thereon the registration of the transfer by the Company.

129. The Company may pay interest on capital raised for the construction of works or buildings when and so far as it shall be authorized to do by Section 208 of the Act.

130. No dividend shall be paid in respect of any share except to the registered holder of such share or to his order or to his bankers, but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 132.

131. Any one of several persons who are registered as the joint-holder of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such share.

132. Notice of any dividend, whether, interim or otherwise, shall be given to the persons entitled to share therein in the manner hereinafter provided.

133. Unless otherwise directed in accordance with Section 206 of the Act, any dividend, interest or other moneys payable in cash in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the holder or, in the case of joint holder, to the registered address of that on of the joint-holders who is the first named in the Register in respect of the joint-holding or to such person and such address as the holder or joint-holder, as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of the person to who it is sent.

134. (a) No unclaimed or unpaid dividend shall be forfeited and all unclaimed or unpaid dividends shall be dealt with in accordance with the relevant provisions under the Act and rules / regulations made thereunder or any amendments/modifications thereof for the time being in force or such other instructions as may be given in this regard by the Government from time to time.

(b) Any money transferred to the Unpaid Dividend Account of the Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the “Investor Education and Protection Fund” in accordance with the provisions of the Act and Rules/Regulations made under the Act or as modified/amended from time to time.

BOOKS AND DOCUMENTS

135. The Board shall cause proper books of account to be kept in accordance with Section 209 of the Act.

136. The books of account shall be kept at the Officer or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.

137. (1) The Books accounts shall be open to inspection by any Director during business hours.

(2) The Board shall from time to time, determine whether and to what extent, and at what times and places, and under what conditions or regulations, the books of account and books and documents of the company, other than those referred to in Article 107(2) and 149 or any of them, shall be open to the inspection of the members not being Directors, and no member (not being a director) shall have any right of inspecting any books of account or book or documents of the Company except as conferred by law or authorized by the Board or by the Company in general meeting.

BALANCE SHEET AND ACCOUNTS

138. At every Annual General Meeting the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with the provisions of Section 210 of the Act, and such Balance Sheet and Profit and Loss Accounts shall comply with requirements of Sections 210, 211, 212, 215 and 216 and of Schedule VI of the Act so far as they are applicable to the Company, but save as aforesaid the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient

139. There shall be attached to every Balance Sheet laid before the Company a Report by the Board complying with Section 217 of the Act.

140. A copy of every Balance Sheet (including the Profit and Loss Account, the Auditor's Report and every document required by law to be annexed or attached to the Balance Sheet) shall as provided by Section 219 of the Act not less than twenty-one days before the meeting be sent to every such member, debenture-holder trustee and other person to whom the same is required to be sent by the said Section.

141. The Company shall comply with Section 220 of the acts as to filing of the Balance Sheet and Profit and Loss Account and documents required to be annexed or attached thereto with the Registrar.

AUDITORS

142. Once at least in every year the books of account of the Company shall be examined by one or more Auditor or Auditors.

143. (a) The Auditor/Auditors of the Company shall be appointed or re-appointed by the Central Government on the advice of the Comptroller and Auditor General of India and his/their remuneration, rights and duties shall be regulated by Section 224 to 233 of the Act.

(b) The Comptroller and Auditor General of India shall have power-

i) To direct the manner in which the Company's account shall be Audited by the Auditor/Auditors and to give such Auditor/Auditors instructions in regard to any matter relating to the performance of his/their functions as such.

ii) To conduct a supplementary or test audit of the Company's accounts by such person/persons as he may authorize in this behalf and for the purpose of such audit, to all account, Account Books-Vouchers, documents and other papers of the Company and to require information or additional information to be furnished to any person/persons and in such form as the Comptroller and the Auditor General may, by general or special order, direct.

(a) The Auditor / Auditors aforesaid shall submit a copy of his/their report to the Comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such a manner as he may think fit.

(b) Any such comment upon or supplement to the Audit Report shall be placed before the annual general meeting of the Company at the same time and in the same manner as the audit report.

(c) The Auditors of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at any accounts which have been examined or supported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the accounts.

SERVICE OF NOTICES AND DOCUMENTS

144. A Notice or other documents may be given by the Company to its members in accordance with Sections 53 and 172 of the Act.

145. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which previously to his name and address being entered on the Register shall have been duly given to the person form whom he derives his title to such share.

146. Subject to the provisions of Article 146 any notice or documents delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such members be then deceased and whether or not the Company have notice of his deceased, by deemed to have been duly served in respect of any Registered share, whether held solely or jointly with other

persons by such member until some other person be registered in his stead as the holder or joint-holders thereof and such serve shall for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

KEEPING OF REGISTER AND INSPECTION

147. The Company shall duly keep and maintain at the Office, Registers in accordance with Sections 49(7), 150, 151, 152(2), 301, 303, 307, 370, and 372 of the Act and Rule 7(2) of the Companies (Issue of Share Certificates) Rules, 1960.

148. The Company shall comply with the provisions of Sections 39, 118, 163, 192, 196, 219, 301, 302, 304, 307, 370 and 372 of the Act as to the supplying of copies of Registers, deeds, documents, instruments, returns, certificates and book therein mentioned to the persons therein specified when so required by such person, on payment of the charges, if any, prescribed by the said Sections.

149. Where under any provisions of the Act any persons, whether the member of the Company or not, is entitled to inspect in a register, return, certificate, deed, instrument of document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 2 PM and 4 PM on such business days as the Act requires them to be open for inspection.

150. The Company may after giving not less than seven day's previous notice by advertisement in some newspapers circulating in the district in which the Office is situated, close the Register of Members or the Register of Debenture holder, as the case may be, for any period or periods not exceeding in the aggregate forty five days in each year but not exceeding thirty days at any one time.

RECONSTRUCTION

151. On any sale of the undertaking of the Company, the Board or the Liquidators on a winding-up, may if authorized by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them, and any Special Resolution may provide for the distribution and appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SECRECY

152. Every Director, Secretary, Trustee for the Company, its members, or debentures-holders, member of a Committee, Officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

153. No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, subject to Articles 137 to require discovery of or any information respecting any details of the trading of the Company or any matter which is or may be in the nature of a trade secret,

mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

WINDING-UP

154. If the Company, shall be would up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of the shares issued upon special terms and conditions.

155. If the Company shall be would up, whether voluntarily or otherwise, the liquidators may, with the sanction of the Special Resolution, divide among the contributories, in species or kind, any part of the assets of the Company and may, with the like sanction, vest, any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction, shall think fit.

INDEMNITY

156. Every Director, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

157. Subject to the provisions of Section 201, no Director or other officer of the Company shall be liable of the Acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Director for or on behalf of the Company, or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own negligence, default, misfeasance, breach of duty, or breach of trust.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which will be attached to the copy of this Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office from 10.00 am to 4.00 pm during the Offering Period.

Material Contracts

1. Engagement Letter dated May 31, 2013 for the appointment of ICICI Securities Limited, IDFC Capital Limited and Kotak Mahindra Capital Company Limited as the BRLMs.

2. Offer Agreement dated July 10, 2013 among the Company, the Selling Shareholder and the BRLMs.

3. Agreement dated July 11, 2013 among the Selling Shareholder, the Company and the Registrar to the Offer.

4. Escrow Agreement dated January 29, 2014 between the Company, the Selling Shareholder, the members of the Syndicate, the Escrow Collection Banks, and the Registrar to the Offer.

5. Syndicate Agreement dated January 29, 2014 between the Company, the Selling Shareholder and the members of the Syndicate.

6. Underwriting Agreement dated February 13, 2014 among the Underwriters, the Selling Shareholder and the Company to be entered into, after the determination of the Offer Price.
7. Agreement dated July 4, 2011 between NSDL, the Company and Karvy Computershare Private Limited.
8. Agreement dated June 30, 2011 between CDSL, the Company and Karvy Computershare Private Limited.

Material Documents

1. Our Memorandum and Articles of Association amended until date.

2. Our certificate of incorporation dated March 15, 1965.

3. Copies of annual reports of the Company for the past five financial years.

4. Letter no. G-38011/42/2009/Fin-I dated July 9, 2013 issued by MoPNG, granting approval for the Offer including the Offer for Sale.

5. Board resolution dated May 28, 2013 authorising the Offer.

6. Letter G-38011/42/2009/Fin-I dated July 9, 2013 issued by the President of India acting through the MoPNG in relation to lock in of its Equity Shares,

7. Independent auditor’s report dated November 12, 2013 in respect of the restated consolidated financial statements of the Company for the five financial years ended as on March 31, 2013, 2012, 2011, 2010, 2009 and for the six month period ended September 30, 2013;

8. Our independent auditor’s report dated November 12, 2013 in respect of the restated standalone financial statements of the Company for the five financial years ended as on March 31, 2013, 2012, 2011, 2010, 2009 and for the six month period ended September 30, 2013;

9. Statement of Tax Benefits dated December 27, 2013 prepared by the Auditors.

10. Draft red herring prospectus dated June 14, 2010, red herring prospectus dated July 9, 2010 and prospectus dated August 5, 2010, issued by the Company in relation to its further public offering in Fiscal 2011.

11. Consent dated December 27, 2013 of M. Verma and Associates for the inclusion of their report on the financial statements and the statement of tax benefits, in the form and context in which they appear in the Red Herring Prospectus and Prospectus.

12. Consents in writing of our Directors, the Company Secretary and Compliance Officer, members of the Syndicate, Registrar to the Offer, Bankers to the Offer, domestic legal counsel to the Company and the Selling Shareholder, and international legal counsel to the Offer, each as referred to in the Red Herring Prospectus, in their respective capacities.

13. Resolution of the Board and the Committee for Further Public Offering of Equity Shares dated July 10, 2013 and July 12, 2013 respectively approving the Draft Red Herring Prospectus.

14. Resolution of the Board for Further Public Offering of Equity Shares and the Committee for Further Public Offering of Equity Shares dated January 24, 2014 and January 30, 2014 approving the Red Herring Prospectus.

15. Due diligence certificate dated July 12, 2013 to SEBI from ICICI Securities Limited, IDFC Capital Limited and Kotak Mahindra Capital Company Limited.

16. In principle listing approvals dated July 29, 2013 and August 5, 2013 issued by BSE and NSE letters respectively.

17. Copies of the letters by the MoPNG, GoI for appointment and remuneration of our whole time Directors.

18. Memorandum of Understanding between the Company and the MoPNG for the year 2013-2014.

19. BP Energy Outlook 2030 - Jan 2013.

20. BP Statistical Review of World Energy 2013, June 2012.

21. Basic Statistics on Indian Petroleum & Natural Gas 2011-12, dated, September 2012.

22. Central Intelligence Agency, World Factbook - India, updated on December 4, 2013.

23. Directorate General of Hydrocarbon under Ministry of Petroleum and Natural Gas, Hydrocarbon Exploration and Production activities India 2011-2012.

24. Directorate General of Hydrocarbons Annual Report 2011-12.

25. FICCI and E&Y report titled, "Accelerating PPP in India".

26. GoI, Ministry of Mines, Report of the working group on Mineral exploration and development (other than coal and lignite) for the 12th five year plan. Sub group - I on survey and mineral exploration, dated October 2011.

27. GoI, Ministry of Petroleum and Natural Gas, Planning Commission, report of the "Working Group on Petroleum and Natural Gas, Sector for the 12th Five Year Plan (2012 - 2017), dated November 2011.

28. GoI, Ministry of Water Resources, National Water Policy (2012) Journal of land and rural studies article titled "Rethinking Water Governance"- The water crisis dated June1, 2013.

29. GoI, Ministry of Water Resources, Planning Commission, report of the Working Group on Water Resources for the XIth Five Year Plan (2007- 2012), dated December 2006.

30. GoI, Planning Commission - Integrated Energy Policy of the Planning Commission of India, 2006, report of the export committee dated August 2006.

31. GoI, Planning Commission- 12th five year plan, volume II.

32. Integrated Energy Policy, 2008.

33. KPMG report titled - "The Rising Sun - A point on the Solar Energy Sector in India", dated May 2011.

34. Ministry of Mines Annual Report (2012 – 2013).

35. Ministry of New and Renewable Energy's Annual report 2009-2010.

36. Planning Commission report of Sub Group II Metals and Minerals- Strategy based upon the demand and supply for mineral sector.

37. Planning Commission, report of the sub group on petrochemicals for the 12th Five Year Plan dated January 2012.

38. Planning Commission's working group report on fertilizer industry report for the 12th Five Year Plan (2012-2013 to 2016-2017).

39. Report of the Working Group on Fertilizer Industry for the 12th Plan Department of Fertilizers.

40. Report of the Working Group on Petroleum and Natural Gas for the Eleventh Plan (2007-2012), November 2006.

41. Report of Working Group on Mineral Exploration and Development.

42. United States Energy Information Administration country analysis note dated February 2013 for Bahrain.

43. United States Energy Information Administration Report dated August 22, 2012 for Oman.

44. United States Energy Information Administration Report dated February 26, 2013 for Kingdom of Saudi Arabia.

45. United States Energy Information Administration Report dated January 3, 2013 for United Arab Emirates.

46. United States Energy Information Administration Report dated January 9, 2013 for Indonesia.

47. United States Energy Information Administration Report dated July 8, 2013 for Kuwait.

48. United States Energy Information Administration Report dated October 3, 2012 for Venezuela.

49. United States Energy Information Administration Report dated September 3, 2013 for Malaysia.

50. United States Energy Information Administration, Independent Statistics and Analysis for Libya dated June 2013, for Algeria dated May 20, 2013 and Egypt dated July 18, 2013.

51. World Energy Outlook 2010.

52. http://petroleum.nic.in/refinery.pdf.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference to the shareholders subject to compliance with applicable law.

DECLARATION

We, the undersigned hereby declare that all the relevant provisions of the Companies Act, 1956, Companies Act, 2013, the guidelines issued by the Government of India and the regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, as amended, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules and regulations made thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Mr. Ashok Kumar Purwaha Chairman and Managing Director	Mr. Ram Singh Director (Finance)
Mr. Deepak Moudgil Director (Projects)	Mr. Sanjay Gupta Director (Commercial)
Ms. Veena Swarup Director (Human Resources)	Mr. Ajay Narayan Deshpande Director (Technical)
Dr. Archana Saharya Mathur Director (Government Nominee)	Mr. Aditya Jain Director (Independent)
Mr. Bijoy Chatterjee Director (Independent)	Dr. Jai Prakash Gupta Director (Independent)
Dr. Raghunath Kashinath Shevgaonkar Director (Independent)	Dr. Christy Leon Fernandez Director (Independent)
Mr. Dhani Ram Meena Director (Independent)	Dr. Vizia Saradhi Vakkalanka Venkateshwar Director (Independent)

SIGNED BY THE SELLING SHAREHOLDER

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Name: Mr. Pawan Kumar
Designation: Under Secretary, Ministry of Petroleum and Natural Gas, Government of India

On behalf of the President of India, acting through the Ministry of Petroleum and Natural Gas, Government of India.

Date: February 13, 2014
Place: New Delhi