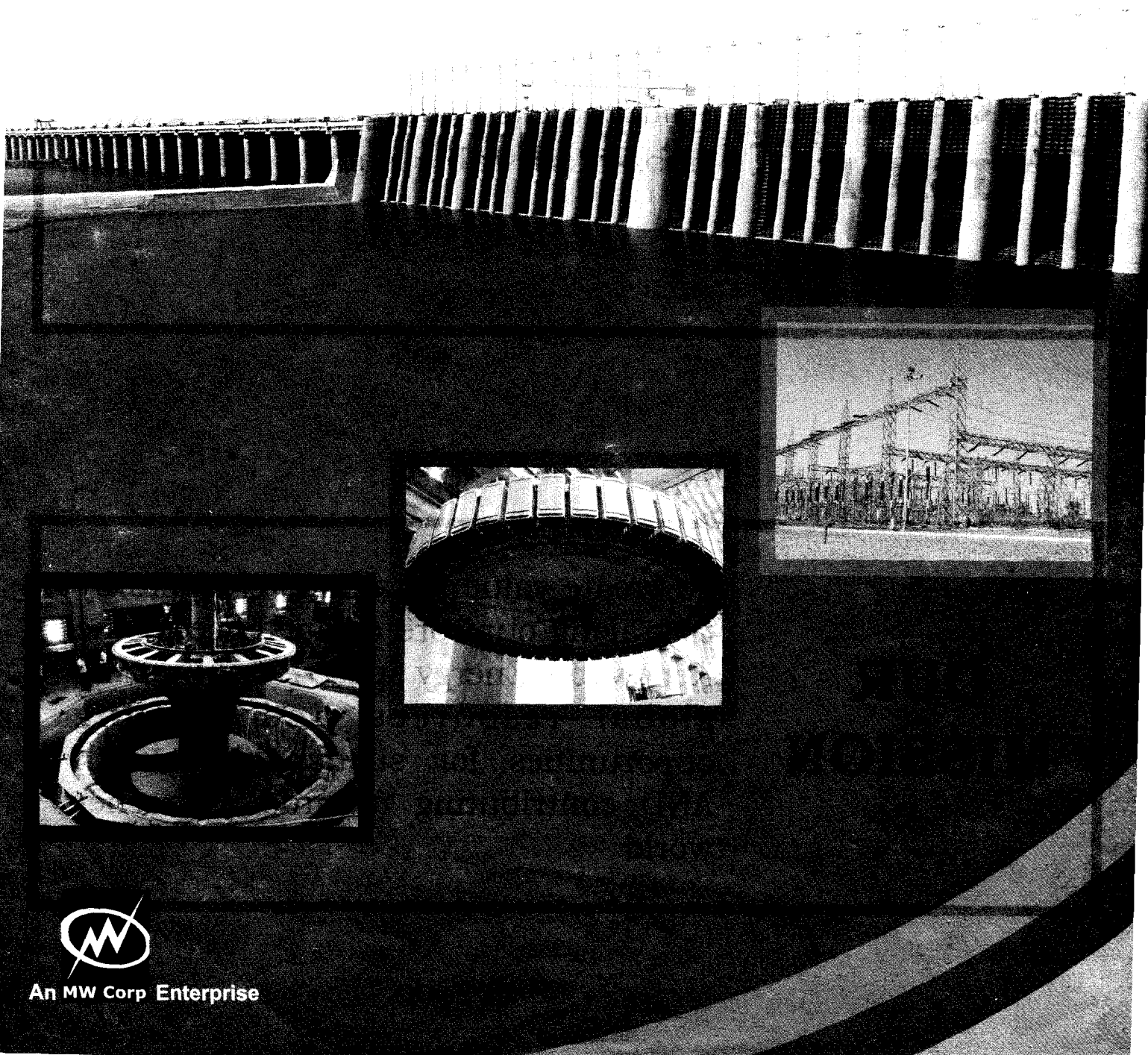




Entegra Limited
16th Annual Report | 2010 - 2011



An MW Corp Enterprise

Making Renewable Energy a part of our daily lives...

OUR VISION

To become a leading, fully integrated
global Renewable Energy Enterprise

OUR MISSION

To create value for all stakeholders by
leveraging our core competence in the
Renewable Energy space BY optimizing
global resources and tapping
opportunities for sustainable growth
AND contributing towards a greener
world

**ENTEGRA**
*Energising the future***16th Annual Report 2010-2011**

BOARD OF DIRECTORS

Mr. Mukul S. Kasliwal
Chairman

Mr. Vijendrakumar Jain
Managing Director

Mr. Prabhkar L. Nene
Director

Mr. Hiten A. Khatau
Director

Mr. Soli K. Cooper
Director

Mr. Alok N. Sinha
Director

**President (Corporate Affairs) &
Company Secretary**
Mrs. Rekha Jagdale

Subsidiaries

1. Shree Maheshwar Hydel
Power Corporation Limited
2. Ennertech Biofuels Limited
3. Rajasthan Solar Power Company
Private Limited

Registered Office

S. Kumars House, Plot No. 60,
MIDC, Phase II, Street 14
Andheri (E),
Mumbai 400 093
Tel.: 022 -28322676

Corporate Office

4th Floor,
Harchandrai House,
Maharshi Karve Road,
Marine Lines (East),
Mumbai - 400 002
Tel.: 022 - 66044242
Fax : 022 - 66550320
email : investor@entegra.co.in
website : www.entegra.co.in

Mr. Warij A. Kasliwal
Vice-Chairman

Mr. Ajit C. Kapadia
Director

Mr. Ashish S. Jalan
Director

Mr. Pradeep V. Goyal
Director

Mr. Dennis J. Quinn
Director

Mr. Jagdish R. Capoor
Additional Director

Main Bankers

Central Bank of India
State Bank of India
Yes Bank
ICICI Bank Limited
IndusInd Bank Limited

Auditors

1. Walkar, Chandiok & Co
Chartered Accountants,
Engineering Centre, 6th Floor,
9 Matthew Raod, Opera House,
Mumbai 400 004
2. Malpani & Associates
Chartered Accountants,
307, Chartered House,
Marine Lines,
Mumbai 400 002

Registrar & Transfer Agent

M/s. Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East), Mumbai 400 072
Tel: 022 28470652
Fax: 022 28475207
Email: info@bigshareonline.com
Website: www.bigshareonline.com



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NOTICE

NOTICE Is hereby given that the 16th Annual General Meeting of the members of **Entegra Limited** will be held on Thursday, 15th day of September 2011 at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18 / 20, K. Dubash Marg, Kala Ghoda, Mumbai - 400001, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of **Mr. Mukul S. Kasliwal**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint director in place of **Mr. Prabhakar L. Nene**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint director in place of **Mr. Ajit C. Kapadia**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint **M/s. Walker, Chandio & Co, Chartered Accountants** and **M/s. Malpani & Associates, Chartered Accountants** as the Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Jagdish Capoor who was appointed as an Additional Director by the board under Section 260 of the Companies Act, 1956 and Article 109 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

7. **TO CONSIDER THE ISSUE OF SECURITIES :**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force and as amended) and also provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the SEBI Guidelines”), the provisions of the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident outside India) Regulation, 2000, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of, if applicable, Government of India, Reserve Bank of India, Securities and Exchange Board of India and/or all other applicable authorities, institutions or bodies, within or outside India, and subject to such conditions as may be prescribed by any of them while granting such approval, the Board of Directors (hereinafter referred to as “Board” which term shall include any Committee thereof, whether constituted or to be constituted) of the Company be and are hereby authorized to create, offer, issue and allot in one or more tranche(s), in the course of domestic and/or international offerings and/or Qualified Institutional Placements (“QIP”), with or without an over allotment/green shoe issue option, in one or more foreign markets or domestic markets, to domestic institutions, foreign institutions, non-resident Indians, non-resident entity, trusts, Indian public, companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities, whether shareholders of the Company or not, through a public issue, Follow-on-offer, and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI (ICDR) Regulations and/or preferential issue and/or any other kind of public issue and/or private placement or through a combination of the foregoing as may be permitted under applicable laws from time to time, with or without an over allotment/green shoe option, equity shares, secured or unsecured debentures, bonds, warrants, or any other securities whether convertible into equity shares or not, including, but not limited to, Indian Rupee Convertible Bonds (“IRCBs”) and/or Domestic Convertible Bonds (“DCBs”) and/or any such other bonds by whatever name known, whether compulsorily convertible or optionally convertible or partially convertible, Fully Convertible Debentures (“FCDs”), Partly Convertible Debentures (“PCDs”), Optionally Convertible Debentures (“OCDs”), Non Convertible Debentures with warrants, Perpetual Preference Shares/ Bonds/ Debentures, Foreign Currency Convertible Bonds (FCCBs), Bonds with share warrants attached, Global Depository Receipts (“GDRs”) and American Depository Receipts (“ADRs”) whether sponsored or otherwise, or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with

bonds /debentures and/or any other securities convertible into or exchangeable with equity shares on such date as may be decided by the Board with or without differential rights as to dividend, voting or otherwise such that these securities will not have any superior rights as to voting or dividend vis-a-vis the rights on equity shares that are already listed (hereinafter referred to as "Securities") subject however that the aggregate issue/conversion of Securities shall not result in issue and allotment of more than 60, 00, 00, 000 (Sixty Crores only) shares of the Company, aggregating to issue size not exceeding Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crores only), whether to be listed on any stock exchange inside India or any international stock exchange(s) outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private and/or preferential basis, whether rupee-denominated or denominated in foreign currency, provided that the aggregate number of equity shares so issued or the equity shares to be issued on conversion of such securities together with the over allotment options, if any, shall not exceed an aggregate of 60, 00, 00, 000 (Sixty Crores only) equity shares of face value of Rs. 10/- per equity share and such additional equity shares as may be required to be issued consequent to any adjustment in price in terms of relevant clause of Chapter VIII of the SEBI (ICDR) Regulations" at such time or times, at such, price or prices in such manner and on such terms and conditions including security, rate of interest etc., as may be decided by and deemed appropriate by the Board as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the Board in its absolute discretion may deem fit and appropriate".

"RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue".

"RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorised on behalf of the Company to finalise the pricing, terms and conditions relating to the issue of the Securities and any other matter in connection with or incidental to the issue of the Securities as the Board or any committee thereof, in the absolute discretion, deems necessary or desirable together with any amendments or modification thereof".

"RESOLVED FURTHER THAT the pricing of the Securities and the pricing of any equity shares issued upon conversion of the Securities shall be made subject to and in compliance with all the applicable laws and regulation".

"RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law".

"RESOLVED FURTHER THAT in case of a QIP pursuant to Chapter VIII of the SEBI (ICDR) Regulations", the allotment of Securities shall only be to qualified institutional buyers within the meaning of Chapter VIII of the SEBI (ICDR) Regulations" and the relevant date for the determination of the price of the equity shares to be issued or issued pursuant to conversion, shall be the date of the meeting in which the Board or a Committee thereof decides to open the issue of Securities or such other time as may be allowed by SEBI Guidelines from time to time".

"RESOLVED FURTHER THAT in case of an issuance of FCCBs/ ADRs/ GDRs, the relevant date for the determination of the issue price of the Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time".

"RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions: (a) The Securities shall be subject to the provisions of the Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and (b) The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring. (c) The underlying equity shares shall rank pari-passu in all respect with the existing equity shares of the Company".

"RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India and / or outside India on any agreement, undertaking, deed or other document, the same may be affixed in the presence of any one of the Directors of the Company or any one of the officers of the Company in accordance with the Articles of Association of the Company".

"RESOLVED FURTHER THAT, subject to the applicable laws, the Board / Committee be and is hereby authorized to do such acts, deeds, matters and things as the Board / Committee in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation of the following:

- a) Decide the date for the opening of the issue of Securities;
- b) finalisation of the allotment of the Securities on the basis of the subscriptions / over subscription received;
- c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/ prospectus(es)/ offer document(s), and any other amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;



- d) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into IRCBs/ DCCBs/ FCCBs/ GDRs/ ADRs, as per applicable laws, regulations or guidelines;
- e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/ transfer/ conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ Memorandum of Understanding(s) / documents with any such agencies, in connection with the proposed offering of the Securities;
- f) approval of the Depository Agreement(s), the Purchase/ Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/ Global GDRs/ ADRs/ FCCBs/ other Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as maybe necessary in connection with the issue/ offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- g) authorization of any Director or Directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys or otherwise, to do such acts, deeds, matters and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- h) to accept any amendment/ modification to the proposal/ resolution/ offer document, etc as may be required by SEBI/ Stock Exchanges/ RBI/ FIPB or any other authorities in India or abroad.
- i) settle all questions, difficulties or doubts that may arise in regard to the issue, offer and/or allotment of Securities and utilization of proceeds of the issue in such manner and to do all such acts, deeds, matters and things as it may in its absolute discretion may deem fit.
- j) Seeking, if required the consent of the Company's lender, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities.
- k) Authorization of the maintenance of a register of holders of the Securities, if so required, in India or abroad.
- l) Finalization of the basis of allotment in the event of over-subscription.

“RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the Securities may be done upon all or any of the terms or in combination thereof in accordance with international practices relating to the payment of interest, additional interest, premium or redemption, prepayment or any other debt service payments and all such terms are provided customarily in an issue of Securities of this nature”.

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorised by the Company for the issue of depository receipts representing the underlying in equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in international markets”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above matter and to settle any difficulty or doubt that may arise in this regard, Mr. Mukul Kasliwal, Chairman, Mr. V. K. Jain, Managing Director, Mr. M. Hudli, President - Corporate Finance, Mr. D. M. Gupta, Senior Vice President (Accounts & Finance), and Mrs. Rekha Jagdale, President (Corporate Affairs) & Company Secretary of the Company be and are hereby authorised individually and severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient including making of all necessary filings and intimations to the Registrar of Companies and other appropriate authorities.”

“RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the Securities and Exchange Board of India/Government of India/Reserve Bank of India /Foreign Exchange Promotion Board of India or such other appropriate authorities, inside or outside India, may impose at the time of their approval and as agreed to by the Board or any Committee thereof”.

8. ISSUE OF BONUS SHARES :

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of chapter IX of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), and all other authorities as may be required, whether in India or outside India, (hereinafter

collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised to capitalise upto Rs. 74,68,00,000/- (Rupees Seventy Four Crores Sixty Eight Lacs only) out of 'Reserves and Surplus' and transferred to share capital account towards issue and allotment of equity shares not exceeding 7,46,80,000 equity shares of Rs. 10/- each, as bonus shares credited as fully paid-up, to members of company holding Equity Shares and / or Compulsory Convertible Preference Shares (CCPS) of Rs. 10/- each, whose names stand in the register of members of the company on the record date to be fixed for this purpose as the directors may determine, in that behalf in the proportion of four (4) new fully paid-up equity shares of Rs. 10/- each for every Thirteen (13) Equity Shares and / or Compulsory Convertible Preference Shares (CCPS) of Rs. 10/- each, held as on the date of closure of transfer books and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The new equity shares of Rs.10/- each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.
- (b) Any fraction arising on issue of Equity shares as above will be rounded off to the nearest integer.
- (c) No Letters of Allotment shall be issued to the members entitled to Bonus Shares and in case the shares are held in dematerialized form, the Bonus Shares shall be credited to the depository account of the beneficiary shareholder within the stipulated time period and in case the shares are held in physical form the share certificates in respect thereof shall be issued under the Common Seal of the Company and shall bear the facsimile signatures of any two Directors and be countersigned by the Company Secretary.
- (d) The issue and allotment of fully paid-up new Equity Shares as Bonus Shares to the extent that they relate to non-residents shall be subject to approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force).

"RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary be and is hereby authorised to apply for Listing of Bonus Shares to the Stock Exchanges where the Company's existing shares are listed or any other stock exchange in India at the discretion of the Board and to make an application to the National Securities Depository Ltd (NSDL) and Central Depository Services Ltd (CDSL) for crediting the Bonus Shares to the individual Depository Accounts of the allottees."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Equity Shares as it may think fit, and to accept on behalf of the Company, modifications of any nature whatsoever, if any which may be proposed by statutory authorities and which the Board in its discretion think fit and proper."

"RESOLVED FURTHER THAT the Board of Directors and be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

9. APPROVAL U/S 293 (1) (a) OF THE COMPANIES ACT, 1956.

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the mortgaging and/ or charging by the Board of Directors of the Company of all the immovable properties of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company and/ or creating a floating charges or hypothecation of all tangible and movable assets of the Company, present and future to or in favour of any Financial Institutions/ Bank/ Companies/ Associations or any other Authority to secure rupee/ foreign currency terms loans/ Guarantee/ Foreign Letter of Guarantee/ Deferred Payment Guarantee / non convertible debentures/ working capital advances/ project finance loans/ equipment finance loans or any loan/ advances, not exceeding Rs. 5000,00,00,000/- (Rupees Five Thousand Crores Only) together with interest thereon at the respective agreed rates, compound/ additional interest, liquidated damages, guarantee commission, commitment charges, premium on pre payment or on redemption, costs, charges, expenses and all the other moneys payable by the Company to the lending institutions in terms of the loan agreement(s) to be entered into by the Company in respect of the said loans/ Guarantees and such security to rank parri passu with the mortgages and / or charges already created or to be created in future by the Company or in such manner as may be agreed to between the concerned parties as may be thought expedient by the Board of Directors."

10. AUTHORITY UNDER SECTION 293 (1) (d) OF THE COMPANIES ACT, 1956:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 293 (1) (d) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time such sum or sums of moneys as it may consider fit for the purpose of the business of the Company notwithstanding that the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Banker(s) in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves i.e. to say, reserves not set apart for any specific purpose, provided, however, that the total amount so borrowed by the Board of Directors and outstanding at any one time shall not exceed the sum of Rs. 5000,00,00,000/- (Rupees Five Thousand Crores Only)”.

NOTES

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith to attend the Annual General Meeting.
4. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days from the date hereof upto the date of the Meeting.
5. Members are requested to notify immediately any change in their address along with Pin Code Number to the Company / Share Transfer Agents.
6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. Members may avail of the facility of dematerialisation by opening Depository accounts and get the equity share certificates held by them dematerialised.
8. Pursuant to the requirement on Corporate Governance under Clause 49 of the Listing Agreements entered into with Stock Exchanges, the information about Directors proposed to be appointed / re-appointed is given in the Annexure to the Notice.
9. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, M/s Bigshare Services Pvt. Ltd., E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 073.
10. Members are requested to send their queries, if any, on the Annual Accounts of the Company at least 7 days before the date of Annual General Meeting to the Secretarial Department at Corporate Office.

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Also all Members holding shares in the physical and /or demat form are requested to fill the appropriate column in the members feedback form sent alongwith this Report and register the same with Bigshare Services Private Limited by the sending in the prepaid postage envelope enclosed with this Annual Report.

**By order of the Board
For Entegra Limited**

Sd/-

**Rekha Jagdale
President (Corporate Affairs) &
Company Secretary**

Place: Mumbai
Date : August 11, 2011


Details of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting.

Particulars	Mr. Mukul S. Kasliwal	Mr. Prabhakar L. Nene	Mr. Ajit C. Kapadia	Mr. Jagdish Capoor
Date of Birth	20 th October 1964	11 th June 1934	4 th January 1942	1 st July 1939
Date of Appointment	14.02.1995	27.10.2006	27.01.2007	24.05.2011
Expertise in specific functional area	Power and Textile Industry	Power Industry	Energy Field	Banking & Finance
Directorships held in other Public Companies	1) S. Kumars Unitexx Limited (formerly known as Unitex Designs Limited) 2) Cable Corporation of India Limited 3) Shree Maheshwar Hydel Power Corporation Limited 4) S. Kumars Limited 5) Shree Ram Urban Infrastructure Limited 6) SKM Fabrics (Amana) Limited 7) S. Kumars Tyre Manufacturing Company Limited 8) Manors Textiles Limited 9) S. Kumars (Investments) Limited. 10) Klopman International Srl.	NIL	1) Rubamin Limited 2) Gujarat Gas Company Limited 3) Ennertech Biofuels Limited 4) Asian Oilfield Services Limited	1) Assets Care & Reconstruction Enterprise Limited 2) The Indian Hotels Company Limited 3) LIC Pension Fund Limited 4) Manappuram General Finance and Leasing Ltd 5) Alankit Assignments Limited
Membership / Chairmanships of Committees of other public companies (includes only Audit and shareholders / Investors Grievance Committee)	1) Audit Committee a. S. Kumars Unitexx Limited (formerly known as Unitex Designs Ltd) b. Cable Corporation of India Limited 2) Share Transfer & Investors Grievances Committee/Shareholders Grievances Committee A) S. Kumars Unitexx Limited (formerly known as Unitex Designs Limited) B) Cable Corporation of India Limited C) Shree Maheshwar Hydel Power Corporation Limited 3. Remuneration Committee a. Cable Corporation of India Limited b. Shree Maheshwar Hydel Power Corporation Limited	Nil	Nil	1) Audit Committee a. The Indian Hotels Company Limited b. LIC Pension Fund Limited
Number of shares held in the Company	Nil	Nil	Nil	Nil