



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

**BOARD OF DIRECTORS**

Mr. Mukul S. Kasliwal  
Chairman

Mr. Ajit C. Kapadia  
Director

Mr. Pradeep V. Goyal  
Director

Mr. Hiten A. Khatau  
Director

Mr. Alok N. Sinha  
Director

Mr. Warij A. Kasliwal  
Vice-Chairman

Mr. Prabhakar L. Nene  
Director

Mr. Ashish S. Jalan  
Director

Mr. Soli K. Cooper  
Director

Mr. Jagdish Capoor  
Director

**PRESIDENT (CORPORATE AFFAIRS)  
& COMPANY SECRETARY**

Mrs. Rekha Jagdale

**MAIN BANKERS**

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

**SUBSIDIARIES**

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

**CORPORATE OFFICE**

4th Floor,  
Harchandrai House,  
Maharshi Karve Road,  
Marine Lines (East),  
Mumbai - 400 002  
Tel: 022-66044242  
Fax: 022-665503220  
Email: investor@entegra.co.in

**EQUITY SHARES LISTING**

Bombay Stock Exchange Limited (BSE)  
National Stock Exchange of India Limited (NSE)

**AUDITORS**

M/s. Shyam Malpani & Associates  
Chartered Accountants  
307, Chartered House  
Marine Lines,  
Mumbai – 400 002

**REGISTERED OFFICE**

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

**REGISTRAR & TRANSFER AGENTS**

M/s. Bigshare Services Pvt. Ltd.  
E-2, Ansa Industrial Estate,,  
Sakivihar Road, Saki Naka  
Andheri (East), Mumbai – 400 073  
Tel: 022 28470652 -Fax: 022 28475207  
Email: info@bigshareonline.com,  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

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## CHAIRMAN'S STATEMENT

Dear Shareholders,



The events witnessed in the period of 2012-2013 have certainly reiterated the importance of renewable energy (RE) as a pivotal part of the energy mix. Due to a series of events experienced along the course of the year, from the massive grid failures to the transmission and distribution challenges faced by various players in the power industry, renewable energy became a particular point of focus during this year gone by. The hurdles faced by the sector on the whole led to many positive policy changes and incentives being provided by the Government in the solar and wind energy sectors. This led to a reduction in the cost of producing solar energy, thanks in particular to the Jawaharlal Nehru National Solar mission.

Government intervention was the pivotal point that led to an increase in the contribution towards renewable energy, which in turn led to an increase in the contribution of renewable energy to the national electricity installed capacity, to around 12.5%. The National Action Plan on Climate Change has thus gained a lot of momentum in the year gone by. This sector also saw the involvement of more private players, thanks to the introduction of incentives like the Renewable Purchase Obligation (RPO). Companies that were skeptical about making a foray in the renewable energy sector are now realising the importance of being a part of the story of sustainable development and have thus starting investing in the RE business from a long-term perspective. Furthermore, what has been most promising is that the renewable energy is now becoming an intrinsic way of life, not only in the cities and industrial establishments but also in the interiors and villages by way of renewable energy solutions being seamlessly integrated into the daily way of life.

Your Company has been a part of this exciting growth by way of our various renewable energy projects, which includes the prestigious Maheshwar Project. Being a pioneer in the renewable energy business, we are the first private company to be awarded a hydro-electric project. The Maheshwar Project has been completed and is ready to run, with 3 turbines ready for generation. Your Company has thus, aligned its mission with that of the Government in harnessing the potential of renewable energy for the benefit of all. The Maheshwar Project is a clean and green project with zero carbon emissions. It will effectively change the lives of millions for the better, and provide much needed water and electricity to the people.

During the year your Company has considerably contributed to the solar and wind energy sectors by way of a number of prestigious projects in the country. The Company has played a pivotal role in the Supply and Installation of a Solar Wind hybrid system at the Presidents Estate, New Delhi. In addition to this, company has also been involved in the Supply, Installation and Commissioning of Solar Water heaters of various capacities at Raj Bhavan - Dehradun and Nainital. We have also brought about an installation of number of Solar Water Heaters across the region of NCR.



The focus will continue to be expanding the renewable energy business in the country by way of Solar Power and Photovoltaic projects in the country. Thanks to the various incentives provided by the Government, Your Company, being pioneers in the renewable energy space is best poised to capitalise on these incentives and bring about more innovation in the business of preserving the environment and further change for the better in the power scenario in the country.

Thanks to the Government intervention, the renewable energy industry is drawing a lot of positive focus. The introduction of tax holidays, fiscal incentives, etc. has led to the formation of a large manufacturing base in the domestic market, for renewable energy products. India has also been deemed as an excellent base for Clean Development Mechanism (CDM) projects. As a result, India is now the second-most highly targeted country after the United States with outside investors aligning their business with those of local entities in an effort to enter the Indian market. Your Company will capitalise on these positive changes, in an effort to further entrench itself in the renewable energy business.

I would like to sincerely thank the Members of the Board for their unwavering belief in our vision and mission of bringing about positive growth, while preserving the environment. I am also indebted to the faith placed in us by our valuable investors, stakeholders and employees and would, in particular, like to thank the Government for all the support rendered by them to Our Company as well as to the renewable energy sector on the whole.

I look forward to the future with optimism and I am certain that we shall make further strides in leading positive growth in the country, with the support of the Board, our Stakeholders, our Investors, our Government and our Employees alike.

Yours sincerely,

Sd/-

**Mukul Kasliwal**

Date: 28.9.2013

Place: Mumbai

## NOTICE

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the members of Entegra Limited will be held on Saturday, 28<sup>th</sup> day of September 2013 at 11.30 a.m. at Sunville Hall, Orchid Room, 2<sup>nd</sup> Floor, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2013, 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. Warij Kasliwal**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint director in place of **Mr. Pradeep Goyal** who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint director in place of **Mr. Jagdish Capoor**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint **M/s. Shyam Malpani & Associates, Chartered Accountant** as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

### SPECIAL BUSINESS:

#### 6. APPOINTMENT OF DR. BHARTENDU VATSYA AS MANAGER OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 310, 311, 312, 317 387 & 388 read with Schedule XIII of the Companies Act, 1956, the consent of the members of the Company be and is hereby accorded to the appointment of Dr. Bhartendu Vatsya as Manager of the Company for a period of 3 years w.e.f 8<sup>th</sup> February 2013, on such terms and conditions as set out in the Agreement entered between the Company and Mr. Vatsya with the liberty to the Board of Directors of the Company to alter, modify and vary the terms and conditions of the said appointment and/ or Agreement.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do such acts, deeds, matter and things as may be considered necessary, desirable or expedient for giving effect to this resolution”.

### NOTES

The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.

**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.

Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith to attend the Annual General Meeting.

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.

Members are requested to notify immediately any change in their address along with Pin Code Number to the Company / Share Transfer Agents.

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.

Members may avail of the facility of dematerialisation by opening Depository accounts and get the equity share certificates held by them dematerialised.

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.

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.

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.

As a Green Initiative in the Corporate Governance, the Ministry of Corporate Affairs (MCA) vide circulars bearing nos.(i) 17/2011 dated April 21, 2011 and (ii) 18/2011 dated April 29, 2011, allowing the companies to send various notices/documents (including Notice convening AGM, Audited Financial Statements, Auditors' Report, Directors' Report and other related document(s) to shareholders through electronic mode, to the registered email id of the shareholders. Pursuant to the said Green Initiative, the Company urges the members to communicate their email ID to the Company and / or Registrar & Transfer Agent (RTA), so that the Company can send future communications to these shareholders in electronic mode.

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

**Place: Mumbai  
Date: 9<sup>th</sup> August 2013**

**Sd/-  
Rekha Jagdale  
President (Corporate Affairs)  
& Company Secretary**



### EXHIBIT TO NOTICE

**Pursuant to Clause 49 of the Listing Agreement with the stock exchanges, following information in respect of Directors proposed to be appointed / re-appointed.**

Particulars	Mr. Warij A, Kasliwal	Mr. Pradeep Goyal	Mr. Jagdish Capoor
Date of Birth	2 <sup>nd</sup> July 1954	20 <sup>th</sup> November 1955	1 <sup>st</sup> July 1939
Date of Appointment	31 <sup>st</sup> January 2005	17 <sup>th</sup> June 2008	24 <sup>th</sup> May 2011
Expertise in specific functional area			
Directorships held in other Public Companies	<ol style="list-style-type: none"> <li>1. MW Unitexx Limited</li> <li>2. S. Kumars Limited</li> <li>3. S. Kumar Enterprises (Synfabs) Limited</li> <li>4. MW Advisers Limited</li> <li>5. S. Kumars Life Assurance Corporation Limited</li> <li>6. MW Infra Developers Limited</li> <li>7. S. Kumars Tyre Manufacturing Company Limited</li> <li>8. K. U. Enterprises Limited</li> <li>9. Dhvani Terefabs Exports Ltd</li> <li>10. Klopman International srl</li> </ol>	<ol style="list-style-type: none"> <li>1. Pradeep Metals Limited</li> <li>2. Uniphos Enterprises Ltd</li> <li>3. United Phosphorus Limited</li> <li>4. Hind Rectifiers Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Indian Hotels Company Ltd.</li> <li>2. Manappuram Finance Ltd</li> <li>3. Vikas GlobalOne Limited</li> <li>4. LIC Housing Finance Ltd</li> <li>5. Asset Care &amp; Reconstruction Company Limited</li> <li>6. LIC Pension Fund Limited</li> <li>7. Banyantree Bank Limited</li> </ol>
Membership / Chairmanships of Committees of other public companies (includes only Audit / Remuneration and shareholders / Investors Grievance Committee)	NIL	<ol style="list-style-type: none"> <li>1. United Phosphorus (Audit Committee – Member , Shareholders / Investors Grievance Committee- Member &amp; (Remuneration Committee –Member)</li> <li>2. Hind Rectifiers Limited (Audit Committee – Member, Shareholders / Investors Grievance Committee- Member &amp; Remuneration Committee –Member)</li> </ol>	<ol style="list-style-type: none"> <li>1. Indian Hotels Company Limited (Audit Committee - Member &amp; Remuneration Committee - Chairman)</li> <li>2. Manappuram Finance Limited – Remuneration Committee- Member)</li> <li>3. LIC Pension Fund Limited - Audit Committee – Chairman</li> <li>4. Banyantree Bank Limited, Mauritius - Audit Committee - Member &amp; Remuneration Committee - Member</li> </ol>
Number of shares held in the Company	Nil	Nil	Nil

**E X P L A N A T O R Y   S T A T E M E N T****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

Item No. 6

At the meeting of the Board of Directors of the Company held on 8<sup>th</sup> February 2013, the Board has, subject to the approval of the shareholders at this meeting appointed Dr. Bhartendu Vatsya as the “Manager” of the Company for the period of period of 3 years w.e.f. 8<sup>th</sup> February 2013 on the terms and conditions as set out in the Agreement entered into between Dr. Bhartendu Vatsya and the Company.

In compliance with the applicable provisions of the Companies Act, 1956. Ordinary Resolution in terms as set out in item no. 6 of the accompanying Notice is now placed before the Members in the General Meeting for their approval.

The Board of Directors accordingly recommend the resolution for the approval of the Members.

None of the directors other than Dr. Bhartendu Vatsya is interested in the resolution.

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

**Place: Mumbai  
Date: 9<sup>th</sup> August 2013**

**Sd/-  
Rekha Jagdale  
President (Corporate Affairs)  
& Company Secretary**