



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. Warij A. Kasliwal
Vice-Chairman

Mr. Prabhakar L. Nene
Director

Mr. Alok N. Sinha
Director

Mr. Ajit C. Kapadia
Director

Mr. Hiten A. Khatau
Director

Mr. Jagdish Capoor
Director

COMPANY SECRETARY

Mr. C. R. Bhagwat

MAIN BANKERS

Yes Bank
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

AUDITORS

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

CORPORATE OFFICE

606, 6th Floor,
Raheja Chambers,
Free Press Journal Marg,
Nariman Point,
Mumbai - 400 021
Tel.: 022-66044242
Fax: 022-66550320
Email: investor@entegra.co.in

REGISTERED OFFICE

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

EQUITY SHARES LISTING

The Bombay Stock Exchange Limited (BSE)
Code : 532287
The National Stock Exchange of India Limited (NSE)
Code : ENTEGRA

CIN NUMBER

L31101MH1995PLC085471

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

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NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of Entegra Limited will be held on Monday, 22nd day of December 2014 at 11.00 a.m. at Sunville Hall, Imperial Room, 1st 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, 2014, 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 **Shri Mukul S. Kasliwal**, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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:

4. To appoint **Shri Prabhakar Nene** as an Independent Director and in this regard to consider and if though fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Shri Prabhakar Nene, who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019”.

5. To appoint **Shri Ajit Kapadia** as an Independent Director and in this regard to consider and if though fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Shri Ajit Kapadia, who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019”.

6. To appoint **Shri Hiten Khatau** as an Independent Director and in this regard to consider and if though fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Shri Hiten Khatau, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019”.

7. To appoint **Shri Jagdish Capoor** as an Independent Director and in this regard to consider and if though fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Shri Jagdish Capoor, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019”.

8. APPOINTMENT OF SHRI PINAKI MUKERJEE 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 2 (78), 166, 196, 197, 203, read with schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Pinaki Mukerjee as Manager of the Company for a period of 5 years w.e.f 21st August 2014, on such terms and conditions as as set out in the Agreement entered between the Company and Shri Mukerjee 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”.

Place : Mumbai
Date : 22nd November 2014

By Order of the Board of Directors
Sd/-
Company Secretary

Registered Office :
S. KUMARS HOUSE, Plot No. 60,
MIDC, Phase II, Street 14
Andheri (E),
Mumbai – 400 093
CIN : L31101MH1995PLC085471
e-mail : investor@entegra.co.in

NOTES

A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint one or more proxy (ies) to attend and vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of Companies in which they hold directorships and Chairmanships / memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreements entered into with stock exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

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.

A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

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 on all working days, except Saturdays, during business hours upto the date of the Meeting.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding share in physical form can submit their PAN to the Company / Bigshare.

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

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

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

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.

Member who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notice, Circulars etc., from Company electronically.

In Compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSDL, on all resolutions set forth in this notice.

The instructions for shareholders voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Tuesday, December 16, 2014 at 10.00 a.m. and ends on Thursday, December 18, 2014 at 06.00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 21, 2014 of, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4 to 7:

Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor are Independent Directors of the Company. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by the listing company.

It is proposed to appoint Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor as Independent Directors under Section 149 of this Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.

Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor for the office of Directors of the Company.

The Company has also received declarations from Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor are Independent of the management.

Brief resume of Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor and nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships

of Board Committees, shareholding and relationships between directors, inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Prabhakar Nene, Shri Ajit Kapadia, Shri Hiten Khatau and Shri Jagdish Capoor are interested in the resolutions set out respectively at Item no. 4 to 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions,

The Board comments the Ordinary Resolutions set out at Item no 4 to 7 of the Notice for approval by the Shareholders.

Item No. 8:

At the meeting of the Board of Directors of the Company held on 21st August 2014, the Board has, subject to the approval of the shareholders at this meeting appointed Shri Pinaki Mukerjee as the “Manager” of the Company for the period of period of 3 years w.e.f. 21st August 2014 on the terms and conditions as set out in the Agreement entered into between Shri Pinaki Mukerjee and the Company.

In compliance with the applicable provisions of the Companies Act, 2013. Ordinary Resolution in terms as set out in item no. 8 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.

Place : Mumbai
Date : 22nd November 2014

By Order of the Board of Directors
Sd/-
Company Secretary

Registered Office :
S. KUMARS HOUSE, Plot No. 60,
MIDC, Phase II, Street 14
Andheri (E),
Mumbai – 400 093
CIN : L31101MH1995PLC085471
e-mail : investor@entegra.co.in