





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

CORPORATE INFORMATION**Mr. Mukul S. Kasliwal**

Chairman

(Din No - 00058577)

Mr. Ajit C. Kapadia

Director

(Din No -00065081)

Mr. Alok N. Sinha

Director

(Din No -02874681)

Mr. Jagdish Capoor

Director

(Din No – 00002516)

Mr. Sanjay Gopalan

Chief Financial Officer

MAIN BANKERS

ICICI Bank Limited

IndusInd Bank Limited

Mr. Warij A. Kasliwal

Vice-Chairman

(Din No - 00012576)

Mr. Prabhakar L. Nene

Director

(Din No -00228620) (Resigned w.e.f.-14-8-2015)

Dr. Monica Khanna

Women Director

(Din No – 07263982) (Appointed w.e.f.-29-5-2015)

Mr. Pinaki Mukerjee

Manager

Mr. C. R. Bhagwat

Company Secretary

CIN NUMBER

L31101MH1995PLC085471

SUBSIDIARIES

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

REGISTERED 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

AUDITORS

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

EQUITY SHARES LISTING

Bombay Stock Exchange Limited (BSE)
Code : 532287

The National Stock Exchange of India Limited
(NSE)
Code : ENTegra

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 Twentieth Annual General Meeting of the members of Entegra Limited will be held on Monday, 28th day of December 2015 at 11.00 a.m. at Sunville Hall, Orchid Room, 2nd 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, 2015, 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 A. Kasliwal (DIN: 00012576)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of **Mr. Alok Sinha (DIN: 02874681)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. **Appointment of Auditor**

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Shyam Malpani & Associates, Chartered Accountants (Firm Registration 120438W / F-34171), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty-fourth Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

5. **Appointment of Women Director**

“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 section 149, 150, 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, Mrs. Monica Khanna (DIN : 07263982), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to the Conclusion of the 25th AGM of the Company in the Calendar Year 2020, not liable to retire by rotation.”

6. **Approval for revision in mortgaging of properties of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the 16th Annual General Meeting of the Company held on 15th September, 2011 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges, hypothecations, lien and / or pledge as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/ bonds and/ or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding **Rs.5000 crores (Rupees**

Five Thousand Crores only) together with interest thereon at the agreed rates of interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges, hypothecations, lien and / or pledge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

7. Approval for revising borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 16th Annual General Meeting of the Company held on 15th September, 2011 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of **Rs. 5000 crores (Rupees Five Thousand Crores only).**”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise whatsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required.”

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution”.

By Order of the Board of Directors

Sd/-

Place : Mumbai

Date : 14th November 2015

Registered Office :

606, 6th Floor,
Raheja Chambers ,
Free Press Journal Marg,
Nariman Point,
Mumbai – 400 021

CIN : L31101MH1995PLC085471

e-mail: : investor@entegra.co.in

Warij A. Kasliwal

Director

NOTES

1. **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.**
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Members may avail of the facility of dematerialisation by opening Depository accounts and get the equity share certificates held by them dematerialised.
9. Members are requested to notify immediately any change in their address along with Pin Code Number to the Company / Share Transfer Agents.
10. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith to attend the Annual General Meeting.
11. 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.
12. 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.
13. 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.
14. 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 members for 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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> <ul style="list-style-type: none"> 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. 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.
DOB	<p>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.</p>
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> <ul style="list-style-type: none"> 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.

- (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 Friday, December 25, 2015 at 10.00 a.m. and ends on Sunday, December 27, 2015 at 5.00 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 December 21, 2015, 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 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mrs. Monica Khanna (DIN:07263982) was appointed as Additional Director at the Board Meeting held on May 29, 2015 to be effective from that date. She vacates her directorship at this Annual General Meeting. The Board of Directors has received a notice from the shareholder proposing the candidature of Dr. Monica Khanna to be appointed as a Woman / Independent Director under the provisions of Section 149 and 152 of the Companies Act, 2013,. Mrs. Monica Khanna has consented in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii)intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Dr. Monica Khanna (DIN : 07263982)as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation. In the opinion of the Board of Directors, Dr. Monica Khanna (DIN : 07263982) proposed to be appointed, as a Women / Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. The Company has also received along with the a notice recommending her appointment to the office the requisite deposit under Section 160 of the Act.

A copy of the draft letter for the appointment of Dr. Monica Khanna (DIN : 07263982)as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Dr. Monica Khanna (DIN : 07263982)for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends for approval by the members appointment of Dr. Monica Khanna (DIN : 07263982) as Independent Director of the Company for five consecutive years for a term upto 31.03.2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation

ITEM NO. 6 & 7:

The members at the Annual General Meeting of the Company held on 1st September, 2011, had accorded their consent to the Board of Directors for borrowings up to Rs.5000 Crores under Section 293(1)(d) of the Companies Act, 1956. In order to secure the borrowings made by the Company by suitable mortgage/charge on all or any of the moveable and/or immovable properties of the Company, the Company in its Annual General Meeting held on 15th September, 2011 has granted necessary authorisation to the Board of Directors under Section 293(1)(a) of the Companies Act 1956. The Company is expanding its business activities which entail deployment of huge funds. It is, therefore, necessary for the members to pass Special Resolutions under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 6 and 7 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and for creation of security on assets. Approval of members is being sought to borrow money upto Rs 5,000 Crores (Rupees Five Thousand Crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company and to create security on assets of the Company. Your directors recommend the resolutions at item no. 6 and 7 for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos.6 and 7.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way concerned or interested in the said resolution.

ITEM NO.8 :

The existing Articles of Association ("AoA") are based on Companies Act 1956. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of company's are operative

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

By Order of the Board of Directors

Place : Mumbai

Date : 14th November 2015

Registered Office :

606, 6th Floor,
Raheja Chambers ,
Free Press Journal Marg,
Nariman Point,
Mumbai – 400 021.

CIN : L31101MH1995PLC085471

e-mail: : investor@entegra.co.in

Sd/-

Warij A. Kasliwal
Director