



## 22<sup>nd</sup> ANNUAL REPORT

## Route Map



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Mukul S. Kasliwal  
Chairman - DIN No. 00058577

Mr. Rajesh Mendiratta  
Additional Director - DIN No. 02715080

Mrs. Shyamla Ananatharaman  
Independent (Additional) Director - DIN No. 06562071

Mr. Aftab Alam Shaikh  
Independent (Additional) Director - DIN No. 08482525

#### MAIN BANKERS

1. ICICI Bank Limited
2. 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. S K H D & Associates\*  
Chartered Accountants  
605, Ksitij Building, Near Garden Court,  
Opp Andheri Sports Complex, Andheri W  
Mumbai 400058 Maharashtra

#### REGISTERED OFFICE

99, Niranjana Building,  
Ground Floor, Marine Drive,  
Near R.O.C. Building,  
Mumbai - 400 002.  
Tel. No.: 022-22818432

#### REGISTRAR & TRANSFER AGENT

M/s. Bigshare Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai 400059,  
Tel No. +91 022 62638200,  
Fax No. +91 022 62638299  
Email: info@bigshareonline.com

#### EQUITY SHARES LISTING

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

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NOTICE

NOTICE is hereby given that the Twenty Two Annual General Meeting of the members of Entegra Limited will be held on Thursday November 14, 2019 at 9:00 am at Victoria Memorial School of The Blind, Opp. Tardeo A/C Market, 73, Tardeo Nagar, Mumbai - 400034 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon and in this regard to pass the following Ordinary Resolution, with or without modification as under:  
“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director Mr. Mukul S Kasliwal, who retires by rotation and being eligible offers himself for reappointment and in this regard to pass the following resolution as an Ordinary Resolution:  
“RESOLVED THAT Mr. Mukul S Kasliwal (DIN: 00058577) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Aftab Alam Shaikh (DIN : 08482525) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 14<sup>th</sup> June, 2019 and holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment, be and is hereby appointed as an 'Independent Director' of the Company for a period of five years from the date of his appointment, viz., 14<sup>th</sup> June, 2019.

Place : Mumbai  
Date : 1st October, 2019  
Address : 99, Niranjana Building, Ground Floor,  
Marine Drive, Near ROC Building,  
Mumbai - 400002.

By Order of Board of Directors  
Sd/-  
Mukul S. Kasliwal  
Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Registered Office of the Company not later 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 in number 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 a proxy and such person shall not act as proxy for any other Member.
3. The relative explanatory statement pursuant to section 102(1) of the Companies Act 2013, in respect of special business to be transacted at the meeting as mentioned at item no. 3 of the notice is annexed herewith and forms part of the notice.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
6. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. Members holding shares in their single names are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after December 5, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline has been extended by SEBI to March 31, 2019.  
Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
10. Members are requested to send the queries, if any, at least 7 (Seven) days in advance of the meeting so that the information can be made available at the meeting.

General Information on voting through electronic means/Ballot:

- 1 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clauses (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is offering e-voting facilities to its Members in respect of the business to be transacted at the 21st Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is enclosing a Ballot Form. Resolutions passed by Members through remote e-voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM) of the Company.
- 2 Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their votes again.
- 3 Mrs. Sonal Parekh, Practicing Chartered Accountant (Membership No. ACA: 139852) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.
- 4 The Scrutinizer shall submit her report to the Chairman. The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.entegra.co.in](http://www.entegra.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of passing the resolutions at the AGM. The results will also be uploaded on the BSE Listing Portal and on the NSE-NEAPS Portal.
- 5 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. November 14, 2019.

Procedure for e-Voting as prescribed by NSDL:

For Members whose e-mail addresses are registered with the Company/Depositories:

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

For Members whose e-mail addresses are not registered with the Company/Depositories:

Members will receive a Ballot Form along with the Annual Report. They have two options:

- i To opt for voting by Physical Ballot: Those Members who choose to cast their votes by a physical ballot or who do not have access to e-Voting facility, should fill in the Ballot Form and post the same to the Company at the address mentioned in the enclosed Business Reply Envelope.

OR

- ii To opt for remote e-voting: Follow the steps mentioned herein below, to cast your votes.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 character DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00005 and EVEN is 110406 then user ID is 110406A00005

5. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password” you need to enter the “initial password” and the system will force you to change your password.
- c. How to retrieve your “initial password”?
  - i. If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
  - ii. If your email ID is not registered, your “initial password” is communicated to you through post at your registered address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “Forgot User Details/Password?” (if you are holding shares in your demat account with NSDL or CDSL), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Click on “Physical User Reset Password?” (If you are holding shares in physical mode), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
7. After entering your password, tick on Agree to “Terms and conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful log-in at step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@entegra.co.in](mailto:info@entegra.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Members may also send their queries relating to e-Voting to Ms Pallavi Mhatre of NSDL, at E-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call Toll free No.: 1800- 222-990/Tel. No.: 022-2499 4545.

**Additional Information:**

1. Members are requested to update their mobile numbers and email IDs in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice, holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote.

**Other Instructions**

- i. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. November 7, 2019.
- ii. Only those Members whose names are recorded in the Register of Members of the Company or in the register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the dates of the Book Closure but has ceased to be a Member on the cut-off date i.e. Thursday, November, 7, 2019, he/she will not be entitled to vote. Such person should treat this Notice for information purposes only.  
The e-voting period commences on, November 11, 2019 (9.00 a.m. IST) and ends on November 13, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on November 13, 2019, may cast their votes by remote e-Voting. The remote e-Voting module will be disabled by NSDL for voting thereafter.
- iii. Members who opt to cast their votes by physical ballot may send the duly completed Ballot Form (enclosed with the Annual Report) at the registered office of the company in the enclosed postage pre-paid self addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.  
Members may kindly note that the duly completed Ballot Forms should reach the Company not later than 48 hours before AGM.  
Ballot Forms received after this date will be treated as invalid.
- iv. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorized by him in this behalf.