

IEIL/BSE/36AGM/02
Date: 20/07/2018

To,
The Bombay Stock Exchange
Corporate Relationship Department,
Ground floor, P J Tower,
Dalal Street, Fort,
Mumbai – 400001

Sub: Annual Report 2017-18 and Newspaper Advertisement of 36th AGM
Ref: Scrip Code: 505358
ISIN: INE984B01023

Dear Sir,

Please find attached, Annual Report 2017-18 of the Company as approved in the 36th Annual General Meeting of the Company on 19th of July, 2018.

Further to inform you that the Board of Directors expressed gratitude towards shareholders upon their active participation at the 36th AGM and their appreciation towards the growth of the Company.

Advertisement of the said 36th AGM is also attached for your reference.

You are requested to take the said information for your perusal and disseminate as well.

For Integra Engineering India Limited



Harneetkaur Anand
Company Secretary

Integra Engineering India Limited

Registered Office & Works Unit - I : Post Box No. 55, Chandrapura Village, Tal. : Halol - 389 350. Dist. Panchmahals, Gujarat, India
Phone: +91-2676-221870, 90999 18471, Fax: +91-2676-220887
Works Unit - II : Halol-Champaner Road, P.O. Chandrapura, Tal. : Halol - 391 520. Dist. Panchmahals, Gujarat, India
Phone: +91-99240 99261
www.integraengineering.in E-mail: info@integraengineering.in CIN : L29199GJ1981PLC028741



INTEGRA Engineering India Ltd

36TH Annual Report F.Y. : 2017-18

Registered office: P. O. Box No. 55, Chandrapura village, Taluka Halol, Panchmahal, Gujarat - 389350
CIN: L29199GJ1981PLC028741

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Corporate Information

BOARD OF DIRECTORS

Mrs. Corinne Ruckstuhl	-	Chairperson & Non-Executive Director
Mr. Adrian Oehler	-	Non-Executive Director
Mr. Shalin S. Divatia	-	Independent Director
Mr. Mahendra Sanghvi	-	Independent Director
Mr. Rahul Divan	-	Independent Director
Mr. Bhargav Patel	-	Independent Director
Mr. Satish Parekh*	-	Non-Executive Director

* Resigned from the directorship on 11.05.17

KEY MANAGERIAL PERSONNEL

Mr. Utkarsh Pundlik Chief Executive Officer	Ms. Harneetkaur Anand Company Secretary	Mr. Bhavin Kariya Chief Financial Officer
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STATUTORY AUDITORS

M/s. K. C. Mehta & Co.
Chartered Accountants
2nd Floor, Meghdhanush, Race Course, Vadodara -390 020

BANKERS

ICICI Bank Limited
HDFC Bank Limited
Bank of Baroda
DENA Bank
UCO Bank

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
B-102 & 103, First Floor, Shangrila Complex,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara- 390 020
(E) : vadodara@linkintime.co.in

REGISTERED OFFICE & WORKS

P. O. Box No. 55, Chandrapura Village, Tal. Halol-389 350, Dist. Panchmahals, Gujarat
(T) (02676) 221870, 09099918417 (F) (02676) 220887
Website: www.integraengineering.in Email: info@integraengineering.in

WORKS UNITS

UNIT-I

P. O. Box No. 55, Chandrapura Village,
Taluka Halol - 389 350 Dist. Panchmahals, Gujarat

UNIT-II

Halol - Champaner Road, P. O. Chandrapura Village,
Taluka Halol - 391 520, Dist. Panchmahals, Gujarat

NOTICE TO MEMBERS:

NOTICE is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING of the Members of INTEGRA ENGINEERING INDIA LIMITED CIN:L29199GJ1981PLC028741 will be held at Registered Office situated at Chandrapura Village, Taluka: Halol – 389 350, District: Panchmahals, Gujarat on Thursday, 19th July 2018 at 01:00 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Adrian Oehler having [DIN: 00360332], who retires by rotation and is eligible for re-appointment

SPECIAL BUSINESS:

Ordinary Resolution

3. Approval for Related Party Transactions under Section 188 of the Companies Act, 2013:

To consider and pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of The Companies Act, 2013 and relevant rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to the board of directors to enter into an agreement with several related parties as mentioned in the explanatory statement of the notice for purchase / sale of goods / services.”

“RESOLVED FURTHER THAT any of the Director or Mr. Utkarsh Pundlik, Chief Executive Officer or Mr. Bhavin Kariya, Chief Financial Officer or Ms. Harneetkaur Anand, Company Secretary, be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

By order of the Board of Directors,
For **INTEGRA Engineering India Limited**

Sd/-
Harneetkaur Anand
Company Secretary
(Mem. No. A33014)

Registered Office:
P. O. Box No. 55, Chandrapura Village,
Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol
Date: May 24, 2018

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT 36th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. BY 01:00 P.M. ON 19th, JULY, 2018.

A person can act as a Proxy for not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a Member holding more than 10% of the total share capital of the Company carrying voting rights provided that such person shall not act as a proxy for any other person.

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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

As per Section 136 of The Companies Act, 2013 read with Rule 11 of The Companies (Accounts) Rules, 2014, financial statements may be sent to the Members:

- (a) by electronic mode to such Members whose shares are held in dematerialised form and whose e-mail IDs are registered with Depository for communication purposes;
- (b) where shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode and
- (c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of The Companies Act, 2013, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

- (i) Our Registrar & Share Transfer Agent: for the shares held in physical form and
- (ii) Your respective Depository Participants: for the shares held in dematerialised form.

In case any Member who has received the notice electronically desires to have a physical copy of the same, he / she may write to the company or send an email to tosecretarial@integraengineering.in in this regard. Members may kindly note that the notice of the meeting will also be available on the Company's website, www.integraengineering.in and can be downloaded, if required, by the member.

Members are requested to advice, quoting their Folio Number(s), the change of address, if any, immediately to the Company at its Registered Office: Secretarial Department, INTEGRA Engineering India Limited., Chandrapura Village, Taluka: Halol - 389350, District: Panchmahals, Gujarat or to its Registrar and Share Transfer Agent Viz Link Intime India Private Limited ("Link Intime"), C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai - 400 083, (Tel : (022) 49186270 Fax : (022) 49186060 E-mail : mt.helpdesk@linkintime.co.in and also to respective Depository Participant (DP), in case the shares are held in Demat Form.

The Register of Members and Share Transfer Books of the Company shall remain closed from 13th July, 2018 to 19th July, 2018, both days inclusive, for both, physical and demat transfer request.

Shareholders seeking information on accounts published herein are kindly requested to furnish their queries to the Company at least TEN days before the date of the meeting addressed to the Company Secretary, INTEGRA Engineering India Limited, Chandrapura Village, Taluka: Halol-389 350, District: Panchmahals, Gujarat or email at secretarial@integraengineering.in

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, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Members are provided with the facility to cast their votes electronically, through the evoting services provided by Central Depository Services (India) Limited [CDSL], on all the resolutions set forth in this Notice.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 12th July, 2018, may cast their vote electronically. The e-voting period will commence from 16th July, 2018 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on 18th July, 2018. The e-voting module will be disabled on 18th July, 2018 at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being 12th July, 2018.

As per the requirement of Securities Exchange Board of India, Listing Obligations Disclosure Requirements, 2015, particulars of the Director proposed to be re-appointed / appointed are given below:

ANNEXURE TO ITEM NO. 2 OF THE NOTICE
Details of Director seeking appointment and re-appointment at the Thirty Sixth Annual General Meeting (Pursuant to Regulation 36(3) of the SECURITIES EXCHANGE BOARD OF INDIA (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. Adrian Oehler
Date of Birth	07/11/1970
Nationality	Swiss
Date of Appointment / Re-appointment	12/05/2016
Qualifications	Lic Oec HSG, Master of studies in corporate finance, CFO Advanced
Expertise in specific functional area	Change Management, Strategic Management, Turn around including corporate finance and market development
Number of shares held in the Company	Nil
List of the directorships held in other Companies	Integra Systems Private Limited Aquametro Oil & Marine AG INTEGRA Metering AG INTEGRA Biosciences AG INTEGRA Holding AG Immobilien-gesellschaft Fad-matt INTEGRA Immobilien AG INTEGRA Personalvorsorgestiftung ORGU Stiftung Signal AG Aquacool Metering LLC, Dubai Yzatec SAS Geistlich Immo-bilia AG
Chairman/Member in the Committees of the Boards of other Companies in which he is Director	N.A.
Relationships between Directors inter-se	Professional
Justification for appointment	Skills in various fields like finance, corporate decisions, real estate etc

None of other Directors are concerned or interested in these resolutions except the appointee. The Board of Directors recommends the proposed resolution for acceptance by Member.

The instructions for shareholders voting electronically are as under:

- The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login."</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab

(ix) Members holding shares in physical form will then directly reach 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

**By order of the Board of Directors,
For INTEGRA Engineering India Limited**

Sd/-
Harneetkaur Anand
 Company Secretary
 (Membership No. A33014)

Registered Office:
 Chandrapura Village,
 Taluka: Halol-389 350
 District: Panchmahals, Gujarat

Place: Halol
Date: May 24, 2018

EXPLANATORY STATEMENT:

[Pursuant to Section 102 of The Companies Act, 2013 relating to the business set out in the accompanying Notice]

ITEM NO. 3

Members of the Company are requested to note that Section 188(1) of The Companies Act, 2013 read with the relevant rules made thereunder and Regulation 23 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), requires any transaction entered into between related parties for sale, purchase or supply of any goods or materials, availing or rendering of any services exceeding paid up share capital of the Company or 10% of the turnover as per latest audited financial results i.e. ₹ 46,123,275 to be approved by the Members of the Company by way of ordinary resolution.

There are in all four related parties with whom transactions are being conducted, they are Shaily Engineering Plastics Pvt. Ltd, Aquametro Oil & Marine AG, Switzerland, Peass Industries Pvt. Ltd. and Integra Systems Pvt. Ltd.

Since, transactions with related parties are likely to be in excess of 10% of the turnover of the audited financial results; approval of shareholders via ordinary resolution is required.

Particulars of the transactions which are proposed to be entered into by the Company are provided in brief, herein below:

Sr. No.	Nature of transactions as per Section 188 of The Companies Act, 2013	Name of the Director / KMP who is related and nature of relationship	Name of the Related Party	Amount in ₹
1	Purchase of Plastic Components for Relays	Mr. Mahendra Sanghvi (Managing Director of Shaily Engineering Plastics Ltd.)	Shaily Engineering Plastics Ltd.	25,000,000
2	<ul style="list-style-type: none"> Purchase of Fuel Meter Providing Business development Support Company 	Mr. Adrian Oehler and Mrs. Corinne Ruckstuhl (Aquametro Oil and Marine AG, earlier known as Aquametro AG is subsidiary of Holding)	Aquametro Oil and Marine AG, Switzerland	20,000,000
3	<ul style="list-style-type: none"> Purchase of Relay Components Sales of Fuse Monitoring System and Relay Components Rent 	Mr. Adrian Oehler and Mrs. Corinne Ruckstuhl (Director of Integra Systems Pvt. Ltd., Halol)	Integra Systems Pvt. Ltd., Halol	2,500,000
4	Sales of sheet metal Fabrication items with Powder coating	Mr. Bhargav Patel (Director of Peass Industrial Engineers Pvt. Ltd.)	Peass Industrial Engineers Pvt. Ltd.	50,000,000

By order of the Board of Directors,
For INTEGRA Engineering India Limited

Sd/-

Harneetkaur Anand
Company Secretary
(Membership No. A33014)

Registered Office:
Chandrapura Village,
Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol
Date: May 24, 2018

BOARD'S REPORT

INTEGRA ENGINEERING INDIA LIMITED

REGD. OFFICE: P. O. BOX NO. 55 CHANDRAPURA VILLAGE

TALUKA HALOL PANCHMAHALS GJ 389350

TEL. NO. 02676-221555 FAX: 02676-220887

EMAIL: secretarial@integraengineering.in

WEBSITE: www.integraengineering.in

To,

The Members

Integra Engineering India Limited

P. O. Box No. 55, Chandrapura Village ,

Taluka Halol, Panchmahal-389350, Gujarat.

Your Directors are pleased to present their Thirty Sixth Board's Report together with the Audited Financial Statements for the year ended on 31st March, 2018

1. Financial summary or highlights of performance of the Company

(Amount in ₹)

Particulars	Current year 2017-2018	Previous year 2016- 2017
Total Sales & Other Income	478,377,839	388,977,145
Profit before Finance Cost, Depreciation, Extraordinary items & Taxes	63,027,429	37,199,849
Less: Finance Cost	5,733,992	5,239,716
Less: Depreciation & Amortization	9,087,172	8,135,337
Profit before Tax	48,206,265	23,824,796
Less: Tax Expenses	14,104,661	8,415,735
Profit for the Year	34,101,603	15,409,061
Appropriation : issue of bonus shares	Nil	Nil
Other Comprehensive Income	(979,058)	513,754
Total Comprehensive Income	33,122,546	15,922,815
Paid up capital	34,245,196	34,245,196
Other Equity	86,284,457	52,527,209

All significant accounting policies and material transactions have been disclosed in notes on accounts to the Balance Sheet as on 31st of March, 2018.

2. Dividend

In view of the need to conserve the resources of the Company, Directors of the Company do not recommend dividend for the year.

3. Reserves

The Company proposes to carry ₹ 34,101,603 to the Reserves from net profits of ₹ 34,101,603. All the Requirements as laid down in The Companies Act, 2013 and Rules made thereunder are complied with.

4. Brief description of the Company's working during the year / State of Company's affair

Total Turnover during the financial year 2017-18 is ₹ 461,233,758 (Previous Year ₹ 353,355,923) showing an increase of 30% over the previous year.

The management puts continuous efforts to increase the operational efficiency and turnover.

5. Change in the nature of business

There was no change in the nature of business during the financial year 2017-18.

6. Material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report

No material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

7. Details of significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future

No significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future during the financial year and or subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.