

INTEGRA Engineering India Ltd



34TH Annual Report 2015-16

CIN: L29199GJ1981PLC028741

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Corporate Information

BOARD OF DIRECTORS

Mr. Adrian Oehler	-	Chairman & Non-executive Director
Mr. Shalin Divatia	-	Independent Director
Mr. Mahendra Sanghvi	-	Independent Director
Mr. Rahul Divan	-	Independent Director
Mr. Bhargav Patel	-	Independent Director
Ms. Corinne Raez	-	Non-executive Director

KEY MANAGERIAL PERSONNEL

Mr. Bhavin Kariya	Ms. Harneetkaur S. Anand
CFO	Company Secretary

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
Phone : 0265-2356573, 2356794 Fax : 0265-2356791
Email : vadodara@linkintime.co.in

REGISTERED OFFICE & WORKS

Post Box No. 55, Chandrapura Village, Tal. Halol-389 350, Dist. Panchmahals, Gujarat
Telephone No. (02676) 221870, 09099918471 Fax No. (02676) 220887
Website: www.integraengineering.in Email: info@integraengineering.in

WORKS UNITS

UNIT-I

Post 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 FOURTH ANNUAL GENERAL MEETING of the Members of **INTEGRA ENGINEERING INDIA LIMITED** CIN:L29199GJ1981PLC028741 will be held at Registered Office situated at Post Box No. 55, Chandrapura Village, Taluka: Halol-389 350, District: Panchmahals, Gujarat on 19th, July, 2016 at 03:00 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, 2016 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.
3. **Appointment of Statutory Auditors :**

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held as on 12th August, 2015, the appointment of M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara having ICAI Firm Registration No. 106237W as the auditors of the Company to hold office till conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass with or without modification(s), 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 and services."

"RESOLVED FURTHER THAT any of the director or Mr. Bhavin Kariya, CFO 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."

5. **Appointment of Mr. Satish Parekh (DIN: 01761679) as a 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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Parekh (DIN: 01761679), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 147 of Articles Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Satish Parekh for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Borrowing powers under Section 180(1)(c) of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 10 Crore [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company

(apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors or Company Secretary of the Company be and are hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

By order of the Board of Directors,

For INTEGRA Engineering India Limited

Harneetkaur Anand
COMPANY SECRETARY
(Membership No. A33014)

Registered Office:

Post Box No. 55, Chandrapura Village,
Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol

Date: MAY 12, 2016

NOTES :

A MEMBER ENTITLED TO ATTEND AND VOTE AT 34TH ANNUAL GENERAL 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. 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.

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 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 secretarial@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., Post Box No.55, Chandrapura Village, Taluka: Halol-389350, District: Panchmahals, Gujarat or to its Registrar and Share Transfer Agent viz Link Intime India Private Limited ("Link Intime"), B-102 & 103, Shangrila Complex, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, (Tel : (0265) 2356573, 2356794 Fax : (0265) 2356791) E-mail : vadodara@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, 2016 to 19th July, 2016, 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 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, 2016, may cast their vote electronically. The e-voting period will commence from 16th July, 2016 at 10:00 am (IST) and will end at 5:00 pm (IST) on 18th July, 2016. The e-voting module will be disabled on 18th July, 2016 at 5:00 pm (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 July 12, 2016.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on July 16, 2016 at 10:00 am and ends on July 18, 2016 at 5:00 pm. 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 July 12, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Attendance Slip indicated in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 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 <INTEGRA Engineering India Ltd> 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 same 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) 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney 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.

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

Harneetkaur Anand
Company Secretary
(Membership No. A33014)

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

Place: Halol
Date: May 12, 2016

EXPLANATORY STATEMENTS:

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

ITEM 4

- 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 SEBI (Listing Obligations and Disclosure Requirements), 2015 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. (₹ 26,28,48,000

* 10% = ₹ 2,62,84,800) to be approved by the members of the Company by way of a ordinary resolution.

- There are in all five related parties with whom transactions are being conducted, they are Shaily Engineering Plastics Limited, Aquametro AG, Switzerland, Peass Industries Private Limited, Integra Systems Private Limited and Parekh Global Services.
- 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	Amounts
1	Purchase of Plastic Components for Relays	Mr. Mahendra Sanghvi (Managing Director of Shaily Engineering Plastics Limited)	Shaily Engineering Plastics Limited	₹ 1,50,00,000
2	1. Purchase Fuel Meter 2. Providing Business development Support	Mr. Adrian Oehler (Aquametro AG is subsidiary of Holding)	Aquametro AG, Switzerland	₹ 1,25,00,000
3	1. Purchase of Relay Components Value: ₹100 Lacs 2. Sales of Fuse Monitoring System and Relay Components ₹ 25 Lacs 3. Rent: ₹ 10 Lacs	Mr. Adrian Oehler and Ms. Corinne Raez (Directors of Integra Systems Pvt. Ltd.)	Integra Systems Pvt Ltd, Halol	₹ 1,35,00,000
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.	₹ 5,00,00,000
5	Availing Consultancy Services	Mr. Satish Parekh (Owner of Parekh Global Services)	Parekh Global Services	₹ 30,00,000

None of other directors are concerned or interested in these resolutions except the concerned director for particular transactions with respective related party. The Board of Directors recommends the proposed resolution for acceptance by member.

Item 5

The Board of Directors based on the skills and recommendation of the board members had appointed Mr. Satish Parekh as an Additional Director from 30th May, 2016. Mr. Satish Parekh (DIN: 01761679), is currently director of three Companies which are Rolcon Engineering Company Limited, APS Diverter Value Private Limited, P+W Silo System India Private Limited. He is having his own consultancy firm named "Parekh Global Services" located in Vadodara Gujarat. Company is undergoing services from their firm presently. He is a Dr. Ing. Doctorate in Solids handling engineering. Detailed description of the director as per Regulation 36(3) of the Listing Regulation, is annexed to this Notice. In terms of Section 161(1) of the Companies Act, 2013 read with Article 147 of the present Articles of Association of the Company, Mr. Satish Parekh holds office as an Additional

Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the deposit of the requisite amount from one of the members signifying his intention to propose the appointment of Mr. Satish Parekh as a Director. The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting. Except, Mr. Satish Parekh, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution at Item No. 5 of the Notice.

Item 6:

As per section 180(1)(c) of the Companies Act, 2013, there are restrictions on powers of board to borrow money, where the money to be borrowed, together with the money already borrowed by the

Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the company's banker's in the ordinary course of Business.

Therefore, looking to the ease in business in obtaining other sort of borrowings, board decided to take shareholder's approval. The board accordingly recommends the limit of Rs. 10 Crore under section 180(1)(c) of the Companies Act, 2013 and further recommends to pass such resolution as special resolution set forth in item no. 6 for members approval.

None of the Directors or KMPs of the Company or their relatives are in any way, concerned or interested in the resolution.

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

Harneetkaur Anand
Company Secretary
(Membership No. A33014)

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

Place: Halol
Date: May 12, 2016

ANNEXURE TO ITEM NO 2 and 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the Thirty Fourth Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. Adrian Oehler (2)	Mr. Satish Parekh (5)
Date of Birth	07/11/1970	05/12/1940
Nationality	German	German
Date of Appointment on the Board	03/01/2011	30/05/2016
Qualifications	Lic Oec HSG, Master of Advanced studies in corporate finance, CFO	Dr. Ing. Doctorate in Solids handling engineering
Expertise in specific functional area	Change Management, Strategic Management, Turn around including corporate finance and market development.	Advice on Technical aspects of the Company, Management reorganization and product development
Number of shares held in the Company	NIL	NIL
List of the directorships held in other Companies	Aquametro AG INTEGRA Bioscience AG INTEGRA Holding AG Immobilien-gesellschaftFadmatt INTEGRA Immobilien AG INTEGRA Personalvorsorgestiftung ORGU Stiftung Signal AG INTEGRA Systems Private Limited Aquacool Metering LLC, Dubai	Rolcon Engineering Company Limited, APS Diverter Value Private Limited, P+W Silo System India Private Limited.
Chairman/Member in the Committees of the Boards of other Companies in which he is Director	N.A.	Chairmen of Audit Committee of Rolcon Engineering Company Limited
Relationships between Directors inter-se	Professional	Professional
Justification for appointment	Skills in various fields like finance, corporate decisions, real estate etc	Skills in the field of Product Development and Management Coordination.

BOARD'S REPORT

INTEGRA ENGINEERING INDIA LIMITED

REGD. OFFICE : POST BOX NO. 55, CHANDRAPURA VILLAGE,
TALUKA : HALOL, DIST. : PANCHMAHALS GJ 389350
TEL. : +91-2676-221870 FAX : +91-2676-220887
EMAIL: secretarial@integraengineering.in WEBSITE: www.integraengineering.in
CIN: L29199GJ1981PLC028741

To,

The Members
Integra Engineering India Limited
Post Box No. 55, Chandrapura Village ,
Taluka Halol, Panchmahal-389350. Gujarat.

Your Directors are pleased to present their Thirty Fourth Board's Report together with the Audited Financial Statements for the year ended on March 31, 2016

1. EXTRACT OF ANNUAL RETURN: {Section 92 (3)}

In Form MGT-9 enclosed as Annexure - A.

2. NUMBER OF BOARD MEETINGS: {Section 134}

The Board of Directors duly met 5 times on 13/05/2015, 12/08/2015, 03/11/2015, 05/12/2015 and 10/02/2016.

3. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The directors have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.
- vi) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

4. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS {Section 134}:

1. Mr. Shalin Divatia
2. Mr. Rahul Divan
3. Mr. Bhargav Patel
4. Mr. Mahendra Sanghvi

were the Independent Directors on the board during the year being more than one third of the total strength of the board and have remained independent throughout the year as contemplated in sub section (6) of section 149 and has submitted statement of declaration for the year as well .

5. NOMINATION AND REMUNERATION COMMITTEE AND COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION: {Section 178 (3) and 178 (4) }

The Company has duly established a Nomination and Remuneration Committee. The Committee has presented to the Board the policy with respect to remuneration for the directors, key managerial personnel and other employees. The policy is presented as follows:

The appointment or reappointment of a director is made pursuant an established procedure which includes assessment of managerial skills, professional behavior, technical skills and other requirements as may be required by the post.

Remuneration :

There are no Whole-time Directors of the company and thus no remuneration is paid by the Company.

The Nomination and Remuneration Committee also recommends the sitting fees which is required to be paid to Non Executive Directors and Independent Directors of the company.

Appointment:

As per the Articles of Association of the Company, one third strength of the Board is required to retire by rotation at the ensuing Annual General Meeting. Mr. Adrian Oehler are liable to retire by rotation at the ensuing Annual General Meeting.

6. AUDITORS, SECRETARIAL AUDITORS AND REPLY TO THEIR RESPECTIVE**QUALIFICATIONS:****Auditors:**

M/s. K. C. Mehta & Co. Chartered Accountants, bearing FRN. 106237W who are the statutory auditors of the Company, hold office, in accordance with the provisions of the Act up to this Annual General Meeting and from whom necessary consent has been obtained under section 141 of the Companies Act, 2013 are eligible for re-appointment as required under the provisions of Section 139 of the Companies Act, 2013 from the conclusion of this Annual General Meeting till the conclusion of Thirty Eighth Annual General Meeting of the Company subject to ratification of the Members at every Annual General Meeting and at a remuneration as may be decided by the Board. The Company has received the necessary eligibility certificate from the Auditors and the Directors recommend the resolution at item no. 3 of the notice for the approval of the members.

The Auditors in their Audit Report/in the Annexure to their Audit Report have not provided with any qualification.

7. SECRETARIAL AUDIT:

Secretarial Audit Report in terms of Section 204 (1) is enclosed as Annexure B.

M/s. Devesh Vimal & Co., Practicing Company Secretaries were engaged by the Board for the purposes of Secretarial Audit for the year ended on 31/03/2016.

The Secretarial Auditors in their Secretarial Audit Report/in the Annexure to their Audit Report have not provided with any qualification except following observations:

- (a) We have been given to understand that the Company is in process of making payment to the shareholders of erstwhile Integra India Group Company Limited ('Transferor Company') entitled to payment in lieu of fractional shares entitlement in terms of amalgamation of the transferor Company with the Company approved by Hon'ble High court of Gujarat.

Explanation: This observation is self explanatory.

- (b) The Company has neither MD nor CEO nor Manager nor

Whole Time Director since resignation of Mr. Milind Shingate as CEO w.e.f. 10th March, 2016 as required u/s. 203 of the Companies Act, 2013. However, the Board to fill up either of the resultant vacancy within six months from the date of such vacancy.

Explanation: Company will be filling up such vacancy within six months from the date of such vacancy.

8. LOANS, GUARANTEES AND INVESTMENTS BY COMPANY (Section 186)

The Company has not given any loan or security or made any investment during the financial year 2015-16. However, Bank guarantee was issued by the Company to its Customer of ₹.25,00,000/- and which was expired as on 31st of December, 2015. Further, bank guarantee of ₹. 2,85,000/- has been issued as on 31st of March, 2016 and they will expire in the financial year 2016-17 and 2017-18.

9. RELATED PARTIES TRANSACTION

In Form AOC-2 enclosed as Annexure C

10. FINANCIAL RESULTS:

(Amount in '000)

Particulars	Current year 2015-2016	Previous period (Jan 2014- Mar 2015)
Total Sales & Other Income	287,535	302,536
Profit before Finance Cost, Depreciation, Extraordinary items & Taxes	28,197	19,360
Less: Finance Cost	1,283	4,883
Less: Depreciation & Amortization	7,603	15,664
Profit / (Loss) before Prior Period items and Tax	19,311	(1,187)
Add: Exceptional and Extra Ordinary Items	NIL	NIL -
Profit / (Loss) Before Tax	19,311	(1,187)
Tax Expenses	6,293	(1,062)
Profit / (Loss) After Tax	13,018	(125)
Balance brought forward from previous year	22,405	22,530
Profit available for appropriation	35,423	22,405
Appropriation : issue of bonus shares	NIL	NIL
Balance carried to Balance Sheet	35,423	22,405
Paid up capital	158,245	158,245
Reserves and Surplus	93,280	80,262

11. RESERVES:

The Company proposes to carry ₹1,30,18 ('000) to the Reserves from net profits of ₹ 1,30,18 ('000). All the Requirements as laid down in Companies Act, 2013 and Rules made thereunder are complied with.

12. DIVIDEND:

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

13. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCESHEET AND THE DATE OF REPORT:

There are no material changes between the date of balance sheet and the date of this report that would affect the financial position of the company.

14. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy: Steps taken / impact on conservation of energy, with special reference to the following:

- (i) steps taken by the company for utilizing alternate sources of energy including waste generated N.A.
- (ii) Capital investment on energy conservation equipments- N.A.

(B) Technology absorption:

- 1. Efforts, in brief, made towards technology absorption- N.A.
- 2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. -N.A.
- 3. No technology was imported during the last 3 years- N.A.
- 4. Expenditure incurred on Research and Development - N.A.

(C) Foreign exchange earnings and Outgo

PARTICULARS	AMOUNT (₹.)
Foreign Exchange earned in terms of actual inflows during the year	5,975 ('000)
Foreign Exchange outgo during the year in terms of actual outflows	9151 ('000)

15. RISK MANAGEMENT POLICY :

The Management has put in place adequate effective system and man power for the purposes of risk management by formulating risk management policy of the Company.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since the Company's net worth does not exceed ₹. 500 crores or Company's turnover does not exceed ₹. 1000 crores or the Company's net profit does not exceed ₹. 5 crore for any financial year, the provisions of section 135 of the Companies Act, 2013 are not applicable.

17. FORMAL ANNUAL EVALUATION:

The Company has devised a policy for performance evaluation of Independent directors, Board, Committees & individual directors which includes criteria for performance evaluation of executive directors & non-executive directors.

Board of directors have expressed their satisfaction with the evaluation process.

18. OTHER MATTERS :

Following are the other matters to be covered pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Rules made thereunder :

Sr. No.	Particulars	Disclosure
1	Financial summary/highlights	Your Company has achieved turnover of ₹. 262,848 ('000) for the financial year 2015-16 as against a turnover of ₹. 282,262 ('000) for the 15 month period from January, 2014 to March, 2015 during the previous period. The Net Profit for the financial year 2015-16 is ₹. 13,018 ('000) against the loss of ₹. 125 ('000) in previous period.
2	Change in the nature of business	There was no change in the nature of the business during the year
3	Details of directors or key managerial personnel who were appointed or have resigned during the year;	Mr. Milind Shingate, CEO of the Company was appointed in the board meeting held as on 12/08/2015 in place of Mr. Y. J. Shah . Mr. Milind Shingate resigned from the post of CEO as on 29/02/2016. However, such resignation was accepted by the Board via circular resolution as on 10/03/2016. Mr. Amish Sheth, Company Secretary resigned from the post with effect from 03/11/2015 and Ms. Harneetkaur Anand, Company Secretary was appointed at the board meeting held as on 10/02/2016.
4	Names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year along with reasons therefore	N.A.
5	<p>Details relating to Deposits covered under Chapter V of the Act:</p> <p>(a) Accepted during the year:</p> <p>(b) remained unpaid or unclaimed as at the end of the year:</p> <p>(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year:</p> <p style="text-align: center;">OR</p> <p>and if so (default), number of such cases and the total amount involved:</p> <p>i. at the beginning of the year</p> <p>ii. maximum during the year</p> <p>iii. at the end of the year</p> <p>(d) Details of deposits which are not in compliance with the requirements</p>	Company did not accept any deposit during the year neither there was any unpaid/unclaimed amount of deposit.
6	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	N.A.

19. DISCLOSURE IN RESPECT OF SCHEME FORMULATED UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

Since the company has not formulated any scheme in terms of Section 67(3) of the Companies Act, 2013 no disclosures are required to be made.

20. REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT {Section 131 (1) S}

The company has not made any modification or alteration in its Financial Statement / Board Report in respect of last three financial year.

21. RESIGNATION OF DIRECTOR {Section 168(1)}

The Board of Director is duly constituted and none of the directors have resigned from the office of the director during this Financial year 2015-16.

22. AUDIT COMMITTEE {Section 177 (8)}

The Company has established an Audit Committee consisting of Mr. Shalin Divatia, Mr. Rahul Divan, Ms. Corinne Raez, Mr. Bhargav Patel and Mr. Mahendra Sanghvi, the majority being the Independent directors.

23. DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

Sr. No.	Particulars		
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16	<u>Name of the Director:</u> Adrian Oehler Corinne Raez Shalin Divatia Rahul Divan Bhargav Patel Mahendra Sanghvi	None of the directors were paid remuneration during the F.Y. 2015-16. (except Sitting Fees for attending the Board Meetings of the Board of Directors and Committees thereof)
2	Percentage increase in remuneration of each director and CEO in the financial year	<u>Name of the Director:</u> Adrian Oehler Corinne Raez Shalin Divatia Rahul Divan Bhargav Patel Mahendra Sanghvi	None of the directors were paid remuneration during the F.Y. 2015-16. (except Sitting Fees for attending the Board Meetings of the Board of Directors and Committees thereof)
3	Percentage increase in the median remuneration of employees in the financial year 15-16 as compared with financial year 14-15	₹ 2,94,546 - 2,24,022/2,24,022	31.48% increase in the median remuneration of employees in the F.Y. 2015-16 as compared to F.Y. 2014-15.
4	Number of permanent employees on the rolls of company for the whole year	<u>F.Y. 15-16</u> 74	<u>F.Y. 14-15</u> 79
5	Explanation on the relationship between average increase in remuneration and company performance (PAT)	Increase in remuneration of the employees is not based on the performance of the Company.	

6	The key parameters for any variable component of remuneration availed by the directors	N.A.				
7	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	Year	Remuneration (A)	PAT (B)	Comparison (%) (A/B*100)	
		2015-16	61,81 ('000)	13,018 ('000)	47.48	
	Jan 2014 to March 2015	Company had incurred loss during this period and remuneration is calculated for the whole year i.e. 2014-15 whereas PAT is for the previous period starting from Jan 2014 to March, 2015. So, comparison cannot be made available.				
8	Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year.	₹362,145.92 - 306,972.22 /306,972.22*100		17.9%		
	Comparison between average percentile increase in salaries of Employees other than managerial personnel in the last financial year and percentile increase in the Managerial Remuneration and Justification if there are any exceptional circumstances for increase in Managerial Remuneration.	Details cannot be made available, as Mr. Milind Shingate, CEO of the Company was appointed in the board meeting held as on 12/08/2015 in place of Mr. Y. J. Shah. Mr. Milind Shingate resigned from the post of CEO as on 29/02/2016. However, such resignation was accepted by the Board via circular resolution as on 10/03/2016. Mr. Amish Sheth, Company Secretary resigned from the post with effect from 03/11/2015 and Ms. Harneetkaur Anand, Company Secretary was appointed at the board meeting held as on 10/02/2016.				
9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	None of the directors were paid remuneration during the F.Y. 2015-16 except sitting fees to the Independent Directors and Non-Executive Directors.				
10	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	Directors		NIL		
		Chief Financial Officer (Mr. Bhavin Kariya)	30.434%			
		Chief Executive Officer	Details cannot be made available, as Mr. Milind Shingate, CEO of the Company was appointed in the board meeting held as on 12/08/2015 in place of Mr. Y. J. Shah. Mr. Milind Shingate resigned from the post of CEO as on 29/02/2016. However, such resignation was accepted by the Board via circular resolution as on 10/03/2016.			
		Company Secretary	Details cannot be made available, as Mr. Amish Sheth, Company Secretary resigned from the post with effect from 03/11/2015 and Ms. Harneetkaur Anand, Company Secretary was appointed at the board meeting held as on 10/02/2016.			

11	Affirmation	Remuneration as specified above is as per the remuneration policy of the Company.	
12	Details	31.03.2016	31.03.2015
Variation in	Market Capitalization	₹ 785,927 ('000)	₹ 652,371 ('000)
	Calculation for 31/03/16: =MPPS*No. of paid up shares =22.95*34,245,196 Calculation for 31/03/15: =MPPS*No. of paid up shares =19.05*34,245,196		
	Price Earning Ratio	60.39	NIL
	Calculation for 31/03/16: =MPPS/EPS MPPS as at 31/03/16 = 22.95 EPS as at 31/03/16 = 0.38 Calculation for 31/03/15: =MPPS/EPS MPPS as at 31/03/15 = 19.05 EPS as at 31/03/15 = 0	60.39	NIL
	Percentage Increase/decrease of market quotations MPPS-FPO price/ FPO price*100(Company had issued 6,80,000 shares of Rs. 10/- each to the public in the year 1983-1984)	129.5	95
Net worth of the Company	₹ 251,525 ('000)	₹ 238,507 ('000)	

24. DISCLOSURES PURSUANT TO SECTION 197 (14) OF THE COMPANIES ACT, 2013:

No Managing Director or Whole-Time Director of the Company was in receipt of any remuneration or commission from the Company's Holding or Subsidiary companies during the financial year 2015-16.

25. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

There is one Associate of "Integra Engineering India Limited" (i.e.) (Refer form AOC-1 at page No. 72) "Integra Systems Private Limited."

26. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-harassment policy in line with the requirements of the Sexual Harassment of Women at

workplace (Prevention, Prohibition And Redressal) Act, 2013. Internal Complaint Committee has been set up to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman of the committee.

28. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Board of directors met 5 (Five) times in the board meeting held during the financial year 2015-16.

Name of Director	Category/ Designation of Director	No. of meetings attended
Adrian Oehler	Chairman & Non-executive Director	4/5
Corinne Raez	Non-executive Director	5/5
Shalin Divatia	Independent Director	5/5
Rahul Divan	Independent Director	5/5
Bhargav Patel	Independent Director	3/5
Mahendra Sanghvi	Independent Director	3/5

29. AUDIT COMMITTEE AND ITS MEETINGS

Audit Committee comprises of five directors out of which except one all are independent directors. However, composition of audit committee was changed during the year. Therefore, Mr. Adrian Oehler had attended one meeting before such change. Such committee met 4 (Four) times during the financial year 2015-16.

Name of Director	Category/ Designation of Director	No. of meetings attended
Adrian Oehler	Member for board meeting held as on 13/05/15 and not after this meeting	1/4
Shalin Divatia	Chairman	4/4
Corinne Raez	Member	3/4
Rahul Divan	Member	4/4
Bhargav Patel	Member	3/4
Mahendra Sanghvi	Member	3/4

30. NOMINATION AND REMUNERATION COMMITTEE AND ITS MEETINGS

Nomination and Remuneration Committee comprises of three directors. Out of which one is non-executive and two of them are independent directors. Such committee met 3 (Three) times during the financial year 2015-16.

Name of Director	Category/ Designation of Director	No. of meetings attended
Corinne Raez	Member	3/3
Rahul Divan	Member	3/3
Bhargav Patel	Chairman	3/3

31. STAKEHOLDERS RELATIONSHIP COMMITTEE AND ITS MEETINGS

Stakeholders Relationship Committee comprises of four directors. Such committee met 3 (Three) times during the financial year 2015-16.

Name of Director	Category/ Designation of Director	No. of meetings attended
Mahendra Sanghvi	Chairman	2/3
Corinne Raez	Member	3/3
Shalin Divatia	Member	2/3
Adrian Oehler	Member	3/3

32. ANNUAL GENERAL MEETING

Details of last three AGM's of the Company are as below:

Sr. No.	AGM No	Date	Place
1	Thirty Third	12/08/2015	Registered Office
2	Thirty Second	02/05/2014	Registered Office
3	Thirty First	26/04/2013	Registered Office

33. CORPORATE GOVERNANCE REPORT

Corporate governance was not applicable during the year 2015-16, because as per previous audited balance sheet for the financial year ended on 31st of March, 2015, Paid up equity share capital of the Company was below ₹. 10 Crores and Networth also did not exceed ₹. 25 Crores.

34. ACKNOWLEDGEMENTS

Your Directors express their gratitude to INTEGRA Holding AG, Switzerland for its support.

Your Directors would also like to express their gratitude for the assistance and co-operation received from Banks, Government Authorities, valuable customers, vendors and the members of the Company for their continued support and also extend their appreciation to the employees of the Company at all levels, for their unstinted commitment, dedication and team work.

FOR AND ON BEHALF OF THE BOARD,
INTEGRA Engineering India Limited.

Adrian Oehler
Chairman & Non-Executive Director
DIN: 00360332

Place : Halol
Date: May 12, 2016

Annexures to the Board is Report Annexure A

EXTRACT OF ANNUAL RETURN as on financial year ended 31.03.2016
[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS

CIN:-	L29199GJ1981PLC028741
Registration Date:	03/06/1981
Name of the Company:	INTEGRA Engineering India Limited
Category / Sub-Category of the Company	Public Company, Limited by shares
Address of the Registered office and contact details:	Post Box No.55, Chandrapura Village Taluka, Halol, Panchmahals GJ 389350, India (T): +91-02676-221870
Whether listed company	Listed - Bombay Stock Exchange
Name, Address and Contact details of Registrar and Transfer Agent, if any	<u>Link Intime India Pvt. Ltd</u> Formerly known as Intime Spectrum Registry Limited B- 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta Akota, Vadodara 390020, Gujarat, India

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC code of the product/service	% to total turnover of the Company
1	Relays and Assessories	35204	33.88%

(As per National Industries Classification- Ministry of statistics & programme implementation)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held
1	INTEGRA Systems Private Limited Block No. 2 of INTEGRA Eng. India Ltd. Chandrapura Village, Halol PanchMahals GJ 389350 IN	U72900GJ2008 TC055601	Associate	50%
2	INTEGRA Holding AG	N.A.	Holding	54.67%

IV. SHAREHOLDING PATTERN

(I) Category wise shareholding

Integra Engineering India Limited										
Sr. No.	Category of Shareholders	Shareholding at the beginning of the year 2015				Shareholding at the end of the year - 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(d)	Any Other (Specify)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
	Sub Total (A)(1)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(e)	Any Other (Specify)									
	Bodies Corporate	18723341	0	18723341	'54.6744	18723341	0	18723341	'54.6744	'0.0000
	Sub Total (A)(2)	18723341	0	18723341	'54.6744	18723341	0	18723341	'54.6744	'0.0000
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	18723341	0	18723341	'54.6744	18723341	0	18723341	'54.6744	'0.0000

(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	89820	89820	'0.2623	0	89820	89820	'0.2623	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(e)	Foreign Portfolio Investor	0	2000	2000	'0.0058	0	2000	2000	'0.0058	'0.0000
(f)	Financial Institutions / Banks	0	12380	12380	'0.0362	0	12380	12380	'0.0362	'0.0000
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(l)	Any Other (Specify)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
	Sub Total (B)(1)	0	104200	104200	'0.3043	0	104200	104200	'0.3043	'0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	7473393	3363000	10835043	'31.6396	8099120	3219064	11318184	'33.0504	'1.4108
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2780634	0	2780634	'8.1198	2059364	0	2059364	'6.0136	2.1062
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(c)	Employee Trusts	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000

(e)	Any Other (Specify)									
	Trust	40790	0	40790	'0.1191	41400	0	41400	'0.1209	'0.0018
	Hindu Undivided Family	0	0	0	'0.0000	578554	0	578554	'1.6894	'1.6894
	Non Resident Indians (Non Repat)	26472	0	26472	'0.0773	24886	0	24886	'0.0727	'0.0406
	Other Directors	0	0	0	'0.0000	0	1350	1350	'0.0039	'0.0039
	Non Resident Indians (Repat)	14483	38256	52739	'0.1540	19352	37956	57308	'0.1673	'0.0133
	Office Bearers	0	1275	1275	'0.0037	0	1250	1250	'0.0037	'0.0000
	Clearing Member	173265	0	173265	'0.5060	103985	0	103985	'0.3036	'0.2024
	Bodies Corporate	1328623	177464	1506087	'4.3980	1054985	176389	1231374	'0.5958	'0.8022
	Sub Total (B)(3)	11837660	3578645	15416305	'45.0174	11981646	3436009	15417655	'45.0214	'0.0040
	Total Public Shareholding(B)= (B)(1)+(B)(2)+(B)(3)	11837660	3684195	15521855	'45.3217	11981646	3540209	15521855	'45.3256	'0.0039
	Total (A)+(B)	30561001	3684195	34245196	'100.0000	30704987	3540209	34245196	'100.0000	'0.0000
(c)	Non Promoter - Non Public									
[1]	Custodian/D R Holder	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.000	'0.0000
	Total (A)+(B)+(c)	30561001	3684195	34245196	'100.0000	30704987	3540209	34245196	'100.0000	'0.0000

(ii) Shareholding of promoters

Sr. No.	Shareholder Name	DPID/Folio	Pan	Shares	Benpos_Date
1	INTEGRA HOLDING AG	160153000002195	AACCI3769D	18723341	31/03/2015
2	INTEGRA HOLDING AG	160153000002195	AACCI3769D	18723341	31/03/2016

(iii) Change in promoters shareholding

There was no change in the promoters shareholding during the financial year 2015-16.

Sr. No.	Name & Type of Transaction	Shareholding at the Beginning of The Year – 2015		Transactions During The Year		Cumulative Shareholding at The end of The Year - 2016	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of The Company
1	INTEGRA HOLDING AG	18723341	54.6744			18723341	54.6744
	AT THE END OF THE YEAR					18723341	54.6744

- Note:**
1. Paid up Share Capital of the Company (Face Value Rs. 1.00) at the end of the year is 34245196 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters & Holding of GDR's & ADR's)

Sr. No.	Name & Type of Transaction	Shareholding at the Beginning of the Year – 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of Total Shares of The company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of the Company
1	DIPAK KANAYALAL SHAH	505000	1.4747			505000	1.4747
	Transfer			22 Jan 2016	36000	541000	1.5798
	Transfer			29 Jan 2016	10000	551000	1.6090
	Transfer			26 Feb 2016	2000	553000	1.6148
	Transfer			04 Mar 2016	52700	605700	1.7687
	AT THE END OF THE YEAR					605700	1.7687
2	BRIJESH DALPATRAI SHAH	453047	1.3230			453047	1.3230
	Transfer			10 Apr 2015	3145	456192	1.3321
	Transfer			17 Apr 2015	29061	485253	1.4170
	Transfer			24 Apr 2015	29747	515000	1.5039
	Transfer			01 May 2015	(95000)	420000	1.2264
	Transfer			05 Jun 2015	21242	441242	1.2885
	Transfer			12 Jun 2015	21498	462740	1.3513
	Transfer			19 Jun 2015	30610	493350	1.4406
	Transfer			26 Jun 2015	41650	535000	1.5623
	Transfer			30 Jun 2015	8494	543494	1.5871
	Transfer			03 Jul 2015	19606	563100	1.6443
	Transfer			10 Jul 2015	11900	575000	1.6791
	Transfer			31 Jul 2015	5040	580040	1.6938
	Transfer			07 Aug 2015	(40)	580000	1.6937

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total Shares of The company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of The company
	Transfer			14 Aug 2015	57121	637121	1.8605
	Transfer			21 Aug 2015	(15242)	621879	1.8160
	Transfer			28 Aug 2015	9121	631000	1.8426
	Transfer			04 Sep 2015	(1000)	630000	1.8397
	Transfer			11 Sep 2015	5000	635000	1.8543
	Transfer			18 Sep 2015	(4865)	630135	1.8401
	Transfer			25 Sep 2015	579865	1210000	3.5333
	Transfer			30 Sep 2015	(625000)	585000	1.7083
	Transfer			09 Oct 2015	(5977)	579023	1.6908
	Transfer			16 Oct 2015	(39023)	540000	1.5769
	Transfer			30 Oct 2015	(25000)	515000	1.5039
	Transfer			06 Nov 2015	(10000)	505000	1.4747
	Transfer			20 Nov 2015	(20000)	485000	1.4163
	Transfer			04 Dec 2015	(19300)	465700	1.3599
	Transfer			11 Dec 2015	25765	491465	1.4351
	Transfer			18 Dec 2015	3535	495000	1.4455
	Transfer			25 Dec 2015	10000	505000	1.4747
	Transfer			31 Dec 2015	10000	515000	1.5039
	Transfer			22 Jan 2016	(1952)	513048	1.4982
	Transfer			29 Jan 2016	(32751)	480297	1.4025
	Transfer			05 Feb 2016	(80297)	400000	1.1680
	Transfer			12 Feb 2016	11603	411603	1.2019
	Transfer			19 Feb 2016	(12103)	399500	1.1666
	Transfer			26 Feb 2016	(25556)	373944	1.0920
	Transfer			04 Mar 2016	29161	403105	1.1771
	Transfer			11 Mar 2016	(6392)	396713	1.1584
	Transfer			18 Mar 2016	(41713)	355000	1.0366
	Transfer			25 Mar 2016	(24432)	330568	0.9653
	Transfer			31 Mar 2016	(315568)	15000	0.0438
	AT THE END OF THE YEAR					315000	0.9198
3	NNM SECURITIES PVT LTD	316057	0.9229			316057	0.9229
	Transfer			17 Apr 2015	2000	318057	0.9288
	Transfer			12 Jun 2015	(2000)	316057	0.9229
	Transfer			19 Jun 2015	(2000)	314057	0.9171
	Transfer			26 Jun 2015	50	314107	0.9172
	Transfer			03 Jul 2015	200	314307	0.9178
	Transfer			10 Jul 2015	(700)	313607	0.9158
	Transfer			17 Jul 2015	(600)	313007	0.9140
	Transfer			07 Aug 2015	(800)	312207	0.9117
	Transfer			14 Aug 2015	1400	313607	0.9158

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares held	% of total Shares of The company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of The company
	Transfer			28 Aug 2015	(3000)	310607	0.9070
	Transfer			04 Sep 2015	(1966)	308641	0.9013
	Transfer			11 Sep 2015	(2000)	306641	0.8954
	Transfer			18 Sep 2015	(200)	306441	0.8948
	Transfer			25 Sep 2015	(400)	306041	0.8937
	Transfer			16 Oct 2015	(800)	305241	0.8913
	Transfer			23 Oct 2015	(200)	305041	0.8908
	Transfer			04 Dec 2015	(2300)	302741	0.8840
	Transfer			11 Dec 2015	7900	310641	0.9071
	Transfer			15 Jan 2016	(10000)	300641	0.8779
	Transfer			22 Jan 2016	(673)	299968	0.8759
	Transfer			29 Jan 2016	(1327)	298641	0.8721
	Transfer			05 Feb 2016	(504)	298137	0.8706
	Transfer			12 Feb 2016	(6834)	291303	0.8506
	Transfer			19 Feb 2016	(13416)	277887	0.8115
	Transfer			04 Mar 2016	(4000)	273887	0.7998
	Transfer			11 Mar 2016	(1000)	272887	0.7969
	AT THE END OF THE YEAR					272887	0.7969
4	SHAILESH MANOHARLAL SHAH	230000	0.6716			230000	0.6716
	AT THE END OF THE YEAR					230000	0.6716
5	HAFEEZ SORAB CONTRACTOR	201163	0.5874			201163	0.5874
	AT THE END OF THE YEAR					201163	0.5874
6	NAREN DINKAR PANDYA	158461	0.4627			158461	0.4627
	AT THE END OF THE YEAR					158461	0.4627
7	B. N. NAGAMANI	128668	0.3757			128668	0.3757
	AT THE END OF THE YEAR					128668	0.3757
8	BIMAL RAMANLAL DESAI	121500	0.3548			121500	0.3548
	AT THE END OF THE YEAR					121500	0.3548
9	RAJESHKUMAR GIRILAL JAIN	108000	0.3154			108000	0.3154
	AT THE END OF THE YEAR					108000	0.3154
10	PRATIKSHA B SHAH	30000	0.0876			30000	0.0876
	Transfer			05 Feb 2016	75000	105000	0.3066
	AT THE END OF THE YEAR					105000	0.3066
11	VARSHA SHARAD SHAH	239368	0.6990			239368	0.6990
	Transfer			14 Aug 2015	(39368)	200000	0.5840
	Transfer			21 Aug 2015	(45000)	155000	0.4526
	Transfer			28 Aug 2015	(75000)	80000	0.2336
	Transfer			04 Sep 2015	(80000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
12	SHARAD KANAYALAL SHAH	214555	0.6265			214555	0.6265

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2015		Transactions during The Year		Cumulative Shareholding at the End of The Year - 2016	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of the Company
	Transfer			14 Aug 2015	(114555)	100000	0.2920
	Transfer			11 Sep 2015	(100000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
13	MITA DIPAK SHAH	185000	0.5402			185000	0.5402
	Transfer			15 Jan 2016	(35000)	150000	0.4380
	Transfer			22 Jan 2016	(50000)	100000	0.2920
	Transfer			26 Feb 2016	(25000)	75000	0.2190
	Transfer			04 Mar 2016	(75000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
14	JIGNA KANAYALAL SHAH	150000	0.4380			150000	0.4380
	Transfer			31 Dec 2015	(75000)	75000	0.2190
	Transfer			08 Jan 2016	(25000)	50000	0.1460
	Transfer			26 Feb 2016	(50000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Note: 1. Paid up Share Capital of the Company (Face Value Rs. 1.00) at the end of the year is 34245196 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(v) Shareholding of Directors & KMP

Sr. No.	Name of the Directors and KMP	Shareholding at the Beginning of the year 01/04/2015		Shareholding at the end of the year 31/03/2016	
		No. of Shares	% of Total Shares of The Company	No. of Shares	% of Total Shares of The Company
1	Adrian Oehler	NIL	NIL	NIL	NIL
2	Corinne Raez	NIL	NIL	NIL	NIL
3	Shalin Divatia	1350	0.0039	1350	0.0039
4	Rahul Divan	NIL	NIL	NIL	NIL
5	Bhargav Patel	NIL	NIL	NIL	NIL
6	Mahendra Sanghvi	NIL	NIL	NIL	NIL
7	Y. J. Shah *	50	0.000146	NIL	NIL
8	Milind Shingate *	NIL	NIL	50	0.000146
9	Bhavin Kariya	50	0.000146	50	0.000146
10	Amish Sheth *	50	0.000146	NIL	NIL
11	Harneetkaur Anand	NIL	NIL	50	0.000146

[* Mr. Y. J. Shah, Mr. Milind Shingate and Mr. Amish Sheth resigned during the financial year 2015-16]

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: Amount in : (₹ 000)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 2015-16				
i) Principal Amount	11,130	NIL	NIL	11,130
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	11,130	NIL	NIL	11,130
Change in Indebtedness during the financial year				
Reduction	11,130	NIL	NIL	11,130
Net Change	11,130	NIL	NIL	11,130
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KMP**(I) Remuneration to Managing Director, Whole Time Director/Manager :**

Company do not have any Managing Director, Whole Time Director/Manager and thus no remuneration was paid to such director.

(ii) Remuneration to Other directors :

Amount in : (₹ 000)

Particulars of Remuneration (Annual)	Name of the director				Total Amount
	Shalin Divatia	Rahul Divan	Mahendra Sanghvi	Bhargav Patel	
1. Independent Directors					
Fees for attending meeting board and committee Meetings	1,40	1,50	1,10	1,20	5,20
Commission	NIL	NIL	NIL	NIL	NIL
Others, Please specify	NIL	NIL	NIL	NIL	NIL
Total (A)	1,40	1,50	1,10	1,20	5,20
2. Other Non-Executive Directors	Adrian Oehler		Corinne Raetz		
Fees for attending meeting board and committee meetings	1,20		1,70		2,90
Commission	NIL		NIL		NIL
Others, Please specify	NIL		NIL		NIL
Total (B)	1,20		1,70		2,90
Total C (A+B)					8,10

Annual Report 2015-16

(iii) Remuneration to KMP other than Managing Director, Whole Time Director/Manager:

Amount in : (₹ 000)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO *	Company Secretary **	CFO	Total Amount
1	Gross Salary				
	(a) Salary as per provisions contained in section 17 (1) of the Income -tax act, 1961	3908.359	227.587	1170.048	5305.994
	(b) Value of perquisites u/s 17(2) of the Income -tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17 (3) of the Income - tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Commission - as % of	Nil	Nil	Nil	Nil
4	Profit - Others Specify	Nil	Nil	Nil	Nil
5	Others - Please Specify	Nil	Nil	Nil	Nil
	Total	3908.359	227.587	1170.048	5305.994

Note: * Gross Salary presented of CEO includes the salary rendered to Mr. Y. J. Shah and Mr. Milind Shingate for their duration in the Company during F.Y. 2015-16.

** Gross Salary presented of Company Secretary includes the salary of Mr. Amish Sheth and Ms. Harneetkaur Anand for their duration in the Company during F.Y. 2015-16.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]
A. COMPANY				
Penalty			N.A.	
Punishment				
Compounding				
B. DIRECTORS				
Penalty			N.A.	
Punishment				
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty			N.A.	
Punishment				
Compounding				

ANNEXURE-B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

INTEGRA ENGINEERING INDIA LIMITED

Post Box No. 55, Chandrapura village,
Taluka Halol, Panchmahals, Gujarat-389350

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **INTEGRA ENGINEERING INDIA LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchan Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee

Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other laws applicable specifically to the Company are as follows:
 - (a) Water (Prevention and Control of Pollution) Act, 1974
 - (b) Air (Prevention and Control of Pollution) Act, 1981
 - (c) Hazardous Waste (Management and Handling) Rules, 1989

We have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered in to by the Company with BSE Ltd.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) We have been given to understand that the Company is in process of making payment to the share holders of erstwhile Integra India Group Company Limited ('the transferor Company') entitled to payment in lieu of fractional shares entitlement in terms of scheme of amalgamation of the transferor Company with the Company approved by Hon'ble High court of Gujarat.
- (b) The Company has neither MD nor CEO nor Manager nor Whole time Director since resignation of Mr. Milind Shingate as CEO w.e.f 10th March, 2016 as required u/s 203 of the Companies Act, 2013. However, the Board is required to fill up either of the resultant vacancy within six months from the date of such vacancy.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report (by way of information) that during the audit period, the Company has:

- (a) not issued any securities during the period under review and accordingly
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the audit period under review.
- (b) passed Special Resolution at the Annual General Meeting held on 12th August, 2015 authorising the Board of Directors to issue and allot Employees' Stock Option not more than 800000 Equity Shares at Rs. 1 inter alia pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014. Thereafter, The Board of Directors at its meeting held on 5th December, 2015 approved and adopted Integra Engineering India Employees' Stock Option Plan, 2015. However the Board has neither issued nor allotted any employees Stock Option during the year under review.
- (c) neither got delisted Equity Shares nor bought back any security of the Company and accordingly
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 were not applicable during the audit period under review
- (d) held Annual General Meeting on 12th August, 2015 within due date of 16th August, 2015 extended by the Registrar of Companies, Gujarat, on application being made by the Company in GNL-1 form vide SRN C55234272 dtd 8th June, 2015.

For **Devesh Vimal & Co.**
Practising Company Secretaries

CS Devesh A. Pathak
Partner
FCS No.4559
CP No.: 2306

Date: 12th May, 2016
Place: Vadodara

Annexure to Secretarial Audit Report

12th May, 2016

To,
The Members,
INTEGRA ENGINEERING INDIA LIMITED
Post Box no. 55, Chandrapura Village,
Taluka Halol, Panchmahals
GUJARAT- 389 350

Ref : Secretarial Audit Report dated 12th May, 2016 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial record is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Devesh Vimal & Co.**
Practising Company Secretaries

CS Devesh A. Pathak
Partner
FCS No.4559
CP No.: 2306

Date: 12th May, 2016
Place: Vadodara

Annexure- C

Form No. AOC-2

[Pursuant to clause (h) of section (3) of section 134 of the act & rule 8(2) of the
Companies (Accounts) Rule, 2014]

Amount in : (₹ 000)

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Contacts/ arrangements/ transactions	Duration of Contracts/ arrangements/ transactions	Terms of Contracts/ arrangements/ transactions	Value of Contracts/ arrangements/ transactions	Date of Approval by board
1	Shaily Engineering Plastics Ltd	Mr. Mahendra Sanghvi, Director of the company is a Managing Director of "Shaily Engineering Plastics Ltd."	Purchase of Materials	One Year	60 Days Direct Credit	11,520	13/05/15
2	Peass Industrial Engineers Pvt Ltd	Mr. Bhargav Patel, Director of the Company is a Director of "Peass Industrial Engineers Pvt. Ltd."	Sale of Materials	One Year	30 Days Direct Credit	109	13/05/15
3	Aquametro AG Switzerland	Subsidiary of Holding Company	Purchase of Materials	One Year	30 Days Direct Credit	5,440	13/05/15
			Management Contract-Reimbursement of Salary and other expenses			5,141	
			TOTAL			10,581	
4	Integra Systems Pvt Ltd	Associate Company Mr. Adrian Oehler and Ms. Corinne Raez, Directors of the Company are Directors of " Integra Systems Pvt. Ltd."	Purchase of Materials	One Year	30 Days Direct Credit	6,733	13/05/15
			Sale of Materials			12,910	
			Rent			590	
			TOTAL			20,233	

Amount paid as advances : Rs.451 ('000) (25% Advance of order) to Shaily Engineering Plastic Ltd for Plastic injection mould for Contact Stud (L&R) and Mould Refurbishment for Knife pack set on 07th January, 2016.

For INTEGRA Engineering India Limited

Sd/-

Adrian Oehler

Chairman

DIN : 00360332

For INTEGRA Engineering India Limited

Sd/-

Corinne Raez

Non-Executive Director

DIN : 03531399

Management Discussion and Analysis Report

Industry Structure & Development

The Prime Minister Mr. Narendra Modi, elected in 2014, former First Minister of Gujarat, already proved his business friendliness as well his ability to build urgently needed infrastructure in Gujarat.

Already in his first few months in office, Mr. Modi had launched important initiatives. For our business, the "Make in India" initiative is primarily important because it signals the government's willingness to make India a global site for the manufacturing industry. The initiative is aimed at providing an enabling environment by improving the ease of doing business in India and reducing bureaucracy.

These measures are now bearing fruit. The government was thus able to make some achievements in 2014-15 and 2015-16. This strong growth was driven primarily by a corresponding growth in the manufacturing sector.

INTEGRA Engineering India Ltd. was able to benefit from this positive development and recorded an order intake of around ₹ 13,535 ('000) higher than the previous year, 2014-15, representing an increase of almost 5%. Revenue was also boosted by around 14% with some delay to the order intake in the fiscal year 2015-16.

Opportunity & Threats

The Company has a very good opportunity in Indian Railway as its product is being used mostly by the Indian Railways. We can anticipate such opportunity because Indian Railway have envisaged an investment of INR 8.5 lakh crore in the next five years.

The total approximate earnings of Indian Railways on originating basis during F.Y. 2014-15 were Rs. 157,880 crore (US\$ 23.68 billion) compared to Rs. 140,761 crore (US\$ 21.11 billion) during the F.Y. 2013-14, registering an increase of 12.16 percent. There are many infrastructure projects under way, such as investment in high speed networks and trains, new railway lines, re-development of stations, and new Metro projects. Relevant Opportunities in Indian Railways can be categorised in two ways, as described below:

- **Manufacture of components used in Railway Signalling**
- **Manufacture of parts and solutions used in rolling stock projects.**

Threats

Common threats in the business can be divided into economic, political, legal/regulatory, and business risks. Amongst which is the offering of price by our competitors in the market and change in government policy for the railway business.

Segment wise or products wise performance :

The operations of the Company are limited to one segment, namely engineering and manufacturing of machinery, components and job work.

Outlook

We plan to continue and expand our product portfolio for railway signaling products. In doing so, the new fuse monitoring system will be strongly promoted and gain in importance.

At the same time, the areas of design and manufacturing of complete fabricated and wired enclosures for various customers in the infrastructure segments will be systematically expanded. In sheet metal processing, additional measures will be implemented to improve processes and create transparency with the planned introduction of modern systems. We are also working specifically on

developing our manufacturing capabilities by increasing the know-how and building of structures and processes to support further growth. In addition, the management team will be further strengthened, i.e. supplemented by professional team members and formed into a strong team.

The market response to the profile and the operating sites of INTEGRA Engineering Ltd. continues to be very positive. The management is confident that, with the improved economic environment and further development within the organization, it will be able to benefit from the investments. These developments can be summarized for INTEGRA Engineering Ltd. in many opportunities for continued expansion and positive growth of the business in the next few years.

Risks & Concerns

The main Risk in our railway business is change of technology, as Indian Railways is coming up with new technology based on electronics.

The main concern of the company should be about the sustainability in market and making profit by developing new products.

Internal Control Systems and their adequacy:

Company has a proper and adequate system of Internal Control commensurate with its size and the nature of its operations to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and those transactions are authorised, recorded and reported correctly.

The Audit of Internal control system is carried out by an Independent firm of Chartered Accountants on a half-yearly basis and corrective actions are taken where shortcomings are identified. The Internal Auditors submit their half-yearly reports to the Audit Committee and the Board of Directors. Periodical MIS Reports are submitted to the Audit Committee and the Board for review. All the fixed assets of the company are physically examined and recorded at regular intervals

The Board of Directors at the recommendation of the Audit Committee re-appointed M/s. Shah & Shah Associates, Chartered Accountants, Vadodara as Internal Auditors of the Company for the financial year 2016-17.

Discussion on financial performance with respect to operational performance

Your Company has achieved turnover of ₹. 262,848 ('000) for the financial year 2015-16. However, Company's turnover was ₹. 282,262 ('000)/- for the previous period (January, 2014 to March, 2015). Further, Company incurred profit of ₹.13,018 ('000) in the F.Y. 2015-16. So, as compared to the previous period of 15 months (January, 2014 to March, 2015) from F.Y. 2015-16, there was an increase in the revenue of the Company.

Material Developments in Human resources/Industrial relations front, including no. of people employed:

The Company regards its human resources as the most valuable asset and proactively reviews and evolves policies and processes to attract and retain good people. The Company continues its focus on attracting and retaining the best talent in the industry. The Company further makes continuous efforts to upgrade the knowledge and skills of its present employees. As new business challenges emerge, there is a need to continue to be a learning organization that supports operational excellence, continuous improvement and rising standards of performance at all levels. With this in mind the Company reviews the HR Policies from time to time.

INDEPENDENT AUDITORS' REPORT

To the Members of Integra Engineering India Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **INTEGRA ENGINEERING INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. -

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or

error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director

in terms of Section 164(2) of the Act;

- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No. 106237W

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : 12th May, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The annexure referred to in our Independent Auditor's Report to the members of Integra Engineering India Limited ("the Company") for the year ended 31st March, 2016, we report that :

- I. (a) In our opinion the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of fixed assets which, in our opinion is reasonable. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the title deeds of immovable properties of the Company are held in the name of the Company.
- ii. As explained to us, the inventories, were physically verified during the year by the management at reasonable intervals, and as explained to us, no material discrepancies were noticed during the physical verification.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore, the provisions of clause (iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan or guarantee or security. In respect of investments made, the Company has complied with the provisions of Section 186 of the Act.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of clause (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 is not applicable in view of rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014 and therefore, the provisions of clause (vi) of the Order are not applicable to the Company.
- vii. (a) In our opinion and according to the information and explanations given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employee's state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to information and explanations given to us, no undisputed amounts payable in respect of

provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears, as at 31st March, 2016 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed dues in respect of value added tax, duty of customs which have not been deposited. The following are the particulars of income tax, Service tax, duty of excise and cess as at 31st March, 2016 which have not been deposited on account of dispute:

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company does not have any loans or borrowings from any financial institution, government or by way of debentures.

ix. In our opinion, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year and therefore, the provisions of clause (ix) of the Order are not applicable to the Company.

x. In our opinion and according to information and explanations given to us, no material fraud by the Company or on the

Name of the Statute	Nature of Dues	Amount (₹000)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	5,007	A.Y. 2008-09	CIT Appeal
		483	A.Y. 2009-10	CIT Appeal
		965	A.Y. 2002-03	High court of Gujarat
		1,047	A.Y. 2005-06	Income tax Appellate Tribunal
		430	A.Y. 2005-06	Income tax Appellate Tribunal
		232	A.Y. 2007-08	CIT Appeal
		417	A.Y. 2012-13	CIT Appeal
Central Excise Act, 1944	Central Excise	530	A.Y. 2013-14	CIT Appeal
		3,695	A.Y.2012-13	Tribunal Central Excise and Custom
		6,175	A.Y 2009-10 to A.Y. 2014-15	Tribunal Central Excise and Custom

Company by its officers or employees has been noticed or reported during the course of our audit.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid or provided any managerial remuneration and hence, the provisions of clause (xi) of the Order are not applicable to the Company.

xii. In our opinion and according to information and explanations given to us, the Company is not a Nidhi company and therefore, the provisions of clause (xii) of the Order are not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

during the year under review and therefore, the provisions of clause (xiv) of the Order, are not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with directors and therefore, the provisions of clause (xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No. 106237W

Vishal P. Doshi
Partner
Membership No. 101533

Place: Vadodara
Date: 12th May, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of INTEGRA ENGINEERING INDIA LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the, "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. C. Mehta & Co.

Chartered Accountants
Firm's Registration No. 106237W

Vishal P. Doshi

Partner
Membership No. 101533

Place: Vadodara
Date: 12th May, 2016

BALANCE SHEET as at 31st March, 2016

(Amount in ₹ '000)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	3	158,245	158,245
b) Reserves and Surplus	4	93,280	80,262
Non-Current Liabilities			
a) Long Term Borrowings	5	-	11,130
Current Liabilities			
a) Short Term Borrowings	6	-	21,836
b) Trade Payables	7		
(A) due to micro and small enterprises		-	-
(B) due to other than micro and small enterprises		29,674	25,705
c) Other Current Liabilities	8	18,654	14,217
d) Short Term Provisions	9	404	145
TOTAL		300,258	311,540
II. ASSETS			
Non Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		77,649	81,690
(ii) Intangible Assets		997	1,445
(b) Non Current Investment	11	-	-
(c) Deferred Tax Assets (Net)	12	15,381	21,673
(d) Long Term Loans and Advances	13	1,221	806
Current Assets			
(a) Inventories	14	52,667	63,905
(b) Trade Receivables	15	68,133	50,278
(c) Cash and Bank Balance	16	58,035	62,847
(d) Short Term Loans and Advances	17	26,174	28,897
TOTAL		300,258	311,540
Significant Accounting Policies & Notes on Accounts	1 - 38		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : May 12, 2016

For and on behalf of the Board

Adrian Oehler
Director
DIN: 00360332

Bhavin Kariya
CFO

Place : Halol
Date : May 12, 2016

Shalin S. Divatia
Director
DIN: 00749517

Harneetkaur Anand
Secretary

STATEMENT OF PROFIT AND LOSS for the Year ended 31st March, 2016

(Amount in ₹ '000)

Particulars	Note No.	For the Year ended 31st March, 2016	For the period ended 31st March, 2015
I. Revenue from Operations (Gross)	18	290,855	304,344
Less: Excise Duty		28,007	22,082
Revenue from Operations (Net)		262,848	282,262
II. Other Income	19	24,686	20,275
III. Total Revenue (I + II)		287,535	302,536
IV. Expenses:			
(a) Cost of Material Consumed	20	121,889	153,284
(b) Purchase of Stock in trade	21	9,182	8,694
(c) Change in Inventories	22	17,724	844
(d) Employee Benefit Expenses	23	44,763	47,735
(e) Finance Cost	24	1,283	4,883
(f) Depreciation and Amortisation Expense (Refer Note No.36)	10	7,603	15,664
(g) Other Expenses	25	65,781	72,618
Total Expenses		268,224	303,723
V. Profit/ (Loss) before Tax (III-IV)		19,311	(1,187)
VI. Tax Expenses:			
Current Tax		37	-
Deferred Tax		6,293	-
MAT Credit Entitlement		(37)	
Income Tax Adjustment for Earlier years		-	(1,062)
VII. Profit/ (Loss) for the Profit (V-VI)		13,018	(125)
VIII. Earning Per Share			
(a) Basic		0.38	(0.00)
(b) Diluted		0.38	(0.00)
Significant Accounting Policies & Notes on Accounts	1 - 38		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : May 12, 2016

For and on behalf of the Board

Adrian Oehler
Director
DIN: 00360332

Shalin S. Divatia
Director
DIN: 00749517

Bhavini Kariya
CFO

Harneetkaur Anand
Secretary

Place : Halol
Date : May 12, 2016

Cash Flow Statement for the period ended on 31st March, 2016 (Amount in ₹ '000)

		31st March, 2016	31st March, 2015
(A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit / (Loss) before tax	19,311	(1,187)
	Adjustments for non cash items / items required to be disclosed separately:		
	Depreciation	7,603	15,664
	(Profit) / Loss on Sale of Fixed Assets	(4,430)	(330)
	Interest Paid	1,085	4,665
	Interest Income	(4,539)	(6,439)
	Excess Liability Written Back	(754)	(1,204)
	Provision for Diminution in value of Inventories	-	-
	Provision for Doubtful Debts	(43)	1,324
	Operating profit before working capital changes	18,233	12,493
	Adjustments for change in working capital & provisions:		
	(Increase) / Decrease in Trade Receivables	(17,812)	9,406
	(Increase) / Decrease in Loans & Advances and Other Current Assets	550	(1,190)
	(Increase) / Decrease in Inventories	11,238	16,310
	Increase / (Decrease) in Trade Payables and Other Current Liabilities	9,162	(20,651)
	Increase / (Decrease) in Provisions	259	(1,184)
	Cash generated from operations	21,630	15,184
	Income Tax refund / (paid) (net)	1,756	(1,352)
	Net Cash Flow from Operating Activities	23,386	13,832
(B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Fixed Assets	(3,629)	(4,942)
	Sale of Fixed Assets	4,944	357
	Earmarked balances with banks	8,906	361
	Bank Deposits held as margin money against guarantees	383	20
	Interest Income	4,539	6,439
	Net Cash Flow from Investing Activities	15,144	2,235
(C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Interest Paid	(1,085)	(4,665)
	Increase / (Decrease) in Long Term Borrowings	(11,130)	11,130
	Increase / (Decrease) in short term Borrowings	(21,836)	(14,146)
	Net Cash Flow from Financing Activities	(34,051)	(7,681)
	Net Increase / (Decrease) in cash and equivalents (A+B+C)	4,479	8,385
	Cash and cash equivalents at the beginning of the year. (See note 1)	22,663	14,278
	Cash and cash equivalents at the end of the year. (See note 1)	27,141	22,663
		4,478	8,385
1	Notes:		
	Cash and Cash Equivalents comprise of:		
	Cash on hand	241	834
	Balance with scheduled banks		
	- Current Accounts	5,102	7,050
	- Deposits Accounts	21,797	14,779
		27,141	22,663
2	Cash Flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statement".		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533
Place : Vadodara
Date : May 12, 2016

For and on behalf of the Board

Adrian Oehler
Director
DIN: 00360332

Place : Halol
Date : May 12, 2016

Shalin S. Divatia
Director
DIN: 00749517

Bhavin Kariya
CFO

Harneetkaur Anand
Secretary

3 SHARE CAPITAL**a. Share Capital consists of the following:****(Amount in ₹ '000)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Authorised		
212,000,000 Equity Shares of ₹ 1/- each	212,000	212,000
300,000 Unclassified Shares of ₹ 10/- each	3,000	3,000
14,000,000 Cumulative Redeemable Preference Shares of ₹ 10/- each (Payable at par)	140,000	140,000
	355,000	355,000
Issued, Subscribed and Paid Up		
34,245,196 Equity Shares of ₹ 1/- each fully paid up	34,245	34,245
12,400,000 4% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up.	124,000	124,000
	158,245	158,245

b. Shares held by Holding Company

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% of share holding	No. of Shares	% of share holding
Equity shares of ₹ 1 each fully paid up Integra Holding AG	18,723,341	54.67%	18,723,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	12,400,000	100.00%	12,400,000	100.00%

c. Aggregate no. of shares allotted as fully paid up, without payment being received in cash in past 5 years:

14,850,000 equity shares of ₹1/- each fully paid up, were issued pursuant to the scheme of amalgamation of Integra India Group Company Limited with the company in Year 2012.

d. Reconciliation of number of equity shares outstanding at the beginning and at the end of reporting period is as under:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount in ₹'000)	No. of Shares	Amount in ₹ '000)
Balance of Shares at the beginning of the year	34,245,196	34,245	34,245,196	34,245
Add: Addition During the year	-	-	-	-
Balance of Shares at the end of the year	34,245,196	34,245	34,245,196	34,245

e. Reconciliation of number of preference shares outstanding at the beginning and at the end of reporting period is as under:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount in ₹'000)	No. of Shares	Amount in ₹ '000)
Balance of Shares at the beginning of the year	12,400,000	124,000	12,400,000	124,000
Add: Addition During the year	-	-	-	-
Balance of Shares at the end of the year	12,400,000	124,000	12,400,000	124,000

f. Details of Shareholder holding more than 5 percent share in Company :

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% holding in the Class	No. of Shares	% holding in the Class
Equity shares of ₹ 1 each fully paid up Integra Holding AG	18,723,341	54.67%	18,723,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	12,400,000	100.00%	12,400,000	100.00%

g. Right, Preferences and restrictions attached to Shares

-Equity shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. Any dividend declared by the company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

-Preference shares

The company has only one class of Preference shares having a par value of ₹ 10/- per share. These shares are redeemable at anytime before 28th October, 2024. The Cumulative Redeemable Preference Shareholder ("CRPS") has no right to vote or to receive Notices or to attend at the General Meetings of the Company. If, however, any resolution affecting the rights attached to the CRPS holder is placed before the meeting of Shareholders, such resolution will first be placed before a meeting of Registered CRPS holders for their consideration.

The CRPS holder have right to receive dividend @ 4% p.a. in respect of the amount paid-up on the CRPS for a period of 20 years from the date of allotment of CRPS, only out of profits, if any, of the Company. The dividend as and when declared by the Company shall be paid to the shareholder on the record date, which the Board may fix from time to time. If in any year, the Company has not declared any dividend on the CRPS, the right to the dividends shall accumulate and the accumulated dividends will be paid out of the profits, if any, of the subsequent financial year(s) including carry forward profits, if any, of the previous years, before any dividend is paid to the Equity Shareholders. Such right to receive the accumulated dividend, if any, will cease on the expiry of 20 years from the date of allotment.

The CRPS holders comprising the present issue shall rank pari-passu inter se with any preference or priority of one over the other or others of them.

In the event of liquidation of the Company, the Preference shareholders will be entitled to receive their capital contribution in the Company after the distribution / repayment of all creditors but before distribution to equity shareholders. The distribution to the preference shareholders will be in proportion of the number of shares held by each shareholder.

4 RESERVES AND SURPLUS

Reserves and Surplus consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a. Capital Reserve		
- Central Government Cash Subsidy As per last Balance sheet	2,412	2,412
- State Government Cash Subsidy As per last Balance sheet	4,764	4,764
Total (a)	7,176	7,176
b. Profit on Re-issue of Forfeited Shares		
As per last Balance sheet	33	33
Total (b)	33	33

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
c. Securities Premium Account		
As per last Balance sheet	32,948	32,948
Total (c)	32,948	32,948
d. General Reserve		
As per last Balance sheet	17,700	17,700
Total (d)	17,700	17,700
e. Surplus in Statement of Profit & Loss		
As per last Balance sheet	22,405	22,530
Profit / (Loss) for the Year	13,018	(125)
Total (e)	35,423	22,405
TOTAL	Total (a to e) 93,280	80,262

5 Long Term Borrowings**a. Long term borrowings consists of the following:**

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured Borrowings		
Term Loans		
- From Banks	-	11,130
TOTAL	-	11,130

b. Term Loans from Banks consists of the following:

(Amount in ₹ '000)

Particulars	Nature of Security	Current Maturities	Balance of Loan
Dena Bank	Hypothecation of Laser Cutting Machine	(3,180)	(14,130)

Previous year figures is shown in brackets

c. The terms of repayment of the above loans are as follows:

Term Loans	Date of Maturity*	Rate of Interest	No. of Instalments due after the Balance sheet date	Amount of each monthly Instalments (₹)
From Banks				
Dena Bank	8th September 2019	14.50%	0	265,000

* The Company has prepaid the entire loan on 4th September 2015.

6 SHORT TERM BORROWINGS**a. Short Term Borrowings consists of the following:**

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured Borrowings		
Loans repayable on demand		
From Banks		
-Overdraft	-	21,836
TOTAL	-	21,836

b. Bank Loans repayable on demand consists of Overdraft facility from Dena Bank and ICICI Bank which is secured by pledge of Fixed Deposits.

7 TRADE PAYABLES

a. Trade Payables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Total outstanding dues of micro and small enterprises*	-	-
Total outstanding dues of creditors other than micro and small enterprises	29,674	25,705
TOTAL	29,674	25,705

*The Company is in the process of identifying the suppliers, if any, covered under the Micro, Small and Medium Enterprise Development Act, 2006. Due to non availability of data, the details required have not been furnished.

8 OTHER CURRENT LIABILITIES

Other Current Liabilities consists of the following :

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Current maturities of long term Borrowings	-	3,180
Trade Deposit and Advance	4,514	4,816
Advance From Customers	6,013	1,695
Unclaimed Dividend	-	19
Duties and Taxes Payables	1,663	349
Expenses Payable	6,465	4,158
TOTAL	18,654	14,217

9 SHORT TERM PROVISIONS

Short Term Provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provisions for Employee benefits	404	145
TOTAL	404	145

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**NOTE 10: FIXED ASSETS**

(Amount in ₹ '000)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2015	Addition during the year	Adjustment/Deduction during the year	As at 31st March 2016	As at 1st April, 2015	For the year	Adjustment/Deduction during the year	As at 31st March 2016	As at 31st March 2016	As at 31st March 2015
Tangible Assets										
Free hold Land	944	-	-	944	-	-	-	-	944	944
Building	56,992	-	-	56,992	37,911	1,445	-	39,357	17,636	19,081
Plant & Machinery	172,037	3,065	4,404	170,697	113,674	4,687	3,984	114,377	56,320	58,363
Furniture & Fixtures	12,744	534	60	13,218	10,619	833	58	11,394	1,824	2,125
Vehicles	3,254	-	1,770	1,484	2,712	80	1,681	1,110	374	542
Computer	6,646	30	368	6,308	6,011	110	365	5,756	553	635
Intangible Assets										
Computer Software	5,756	-	-	5,756	4,311	448	-	4,759	997	1,445
Total	258,372	3,629	6,602	255,397	175,237	7,603	6,088	176,752	78,646	83,135
Previous Year	254,512	4,942	1,082	258,371	160,630	11,498	(3,110)	175,237	83,135	-

11 NON CURRENT INVESTMENT

Non Current Investment consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Investment		
In Unquoted Equity Shares of		
Integra Systems Private Limited	1,000	1,000
1,00,000 equity shares of ₹ 10/- each fully paid up		
Less: Provision for Diminution	1,000	1,000
TOTAL	-	

Aggregate Value of Unquoted Investments

1,000

1,000

Aggregate provision for Diminution in value of Investments

1,000

1,000

12 DEFERRED TAX ASSETS (Net)

Deferred Tax Assets (Net) consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax (liabilities)/assets		
Difference between book depreciation and tax depreciation	(9,741)	(8,454)
Provision for doubtful debts /advances/Diminution in Value of Inventories	1,786	6,484
Provision for Leave Encashment	125	45
Deferred payments	379	767
Carried Forward Business Loss/Unabsorbed depreciation	22,831	22,831
TOTAL	15,381	21,673

13 LONG TERM LOANS AND ADVANCES

Long Term Loans And Advances consists of the following:

(Amount in ` '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured, Considered Good)		
Deposits	770	682
Capital Advance	451	124
TOTAL	1,221	806

14 INVENTORIES

a. Inventories consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Raw Material	31,093	39,920
Less: Provision for Diminution in value of Inventories	-	15,161
	31,093	24,759
Work in Progress	16,893	36,178
Stock in Trade	2,289	727
Stores and Spare Parts	2,392	2,240
TOTAL	52,667	63,905

For basis of valuation of inventories refer Note No.1 (11)

b. Work in Progress have been classified under broad heads as follows:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
- Draw Frames	-	6,326
- Machine and Mechanical Appliances	10,421	24,163
- Relays	4,925	4,357
- Others	1,547	1,332
TOTAL	16,893	36,178

c. Stock in Trade have been classified under broad heads as follows:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Laboratory Equipment	142	142
Electrical Equipment	2,146	585
TOTAL	2,289	727

15 TRADE RECEIVABLES

Trade Receivables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Outstanding for a period exceeding six months from the date they were due for payment		
-Unsecured, Considered Good	5,261	2,970
-Unsecured, Considered Doubtful	5,779	5,822
	11,040	8,792
Less: Provision for Doubtful debts	5,779	5,822
Total (a)	5,261	2,970
(b) Other Trade Receivables		
-Unsecured, Considered Good		
Due from related Parties*	6,644	2,097
-Others	56,229	45,211
Total (b)	62,873	47,308
TOTAL (a+b)	68,133	50,278

* Represents due from Integra Systems Pvt. Ltd. ₹ 6313/- (P.Y. ₹ 1783/- thousands) , Aquametro AG ₹ 331/- thousands (P.Y. ₹ 314/- thousands).

16 CASH AND BANK BALANCE

Cash and Bank Balance consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a) Cash and cash equivalent		
Cash In Hand	241	834
Balance with Banks in		
- Current Account	5,102	7,050
- Deposits Account	21,797	14,779
b) Other Bank Balance		
- Unpaid Dividend Account	-	19
- Deposits -Security against the borrowings	30,894	40,165
TOTAL	58,035	62,847

17 SHORT TERM LOANS AND ADVANCES

Short Term Loans And Advances consists of the following :

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured, considered Good)		
Advances Recoverable in cash or in kind or for value to be received	4,963	6,855
Advance to Supplier	2,350	2,429
Income Tax (Net of provisions)	12,562	14,355
MAT Credit Entitlement	4,532	4,495
Deposit with Government Department	1,767	763
TOTAL	26,174	28,897

18 REVENUE FROM OPERATION

a. Revenue From Operation consists of the following :

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Sale of Product	263,070	272,468
Sale of Services	16,942	23,224
Other Operating Revenues	10,842	8,652
TOTAL	290,855	304,344

b. Sales have been classified under Broad Heads as follows :

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
a. Manufactured Goods		
-Draw Frames	6,907	3,408
-Relays	89,041	81,832
-Machine and Mechanical Appliances*	154,784	174,148
Total (a)	250,732	259,388
b. Traded Goods		
-Electrical Equipment	12,338	13,080
Total (b)	12,338	13,080
c. Services Rendered		
-Erection and commissioning / Labour Job	16,942	23,224
Total (c)	16,942	23,224
Total (a to c)	280,013	295,692

* None of above items individually account for 10% of total value of sales.

19 OTHER INCOME

Other Income consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Rent Income	14,320	11,933
Interest Income	4,539	6,439
Excess Liabilities written back	754	1,204
Reversal of Provision for Doubtful Debts	298	-
Profit on sale of assets	4,430	330
Miscellaneous receipts	346	368
TOTAL	24,686	20,275

20 COST OF MATERIAL**a. Cost Of Material consists of the following:****(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Consumption of Raw Material		
Opening Stock	39,920	54,930
Add : Purchases	113,062	138,275
Less: Reversal of Provision for Diminution in Inventory	15,161	
Add : Inventory written off	15,161	-
	152,982	193,205
Less: Closing Stock	31,093	39,920
Total	121,889	153,284

b. Material consumed comprises of the following:**(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
a. Raw Materials		
Steel Rounds, Bars, Plates and Castings	44,279	85,890
Components and Others*	77,610	67,394
Total	121,889	153,284

* None of above items individually account for 10% of total value of Consumption.

21 Purchases of Stock in Trade**Purchase of Stock-in-trade consists of the following:****(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Trading Materials - Electrical Equipment	9,182	8,694
Total	9,182	8,694

22 CHANGES IN INVENTORIES**Changes In Inventories consists of the following:****(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
-Work in progress		
- Opening stock		
-Work in progress	36,178	36,093
-Stock in Trade	727	1,656
	36,905	37,749
Closing Stock		
-Work in progress	16,893	36,178
-Stock in Trade	2,289	727
	19,181	36,905
TOTAL	17,724	844

23 EMPLOYEE BENEFIT EXPENSES**Employee Benefit Expenses consists of the following :****(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Salaries and Wages	33,805	35,871
Contribution to Provident and Other Funds	4,281	3,201
Workmen and Staff Welfare Expenses	6,677	8,664
TOTAL	44,763	47,735

24 FINANCE COST

Finance Cost consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Interest on Bank Loan	1,085	4,665
Bank Charges and Commission	197	218
TOTAL	1,283	4,883

25 OTHER EXPENSES

Other Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Consumption of Stores & Spares, and Tools	12,002	14,317
Job Work and Processing Charges	9,559	6,083
Labour Charges	14,293	16,852
Power & Fuel	6,044	6,904
Repairs to -Factory Building	581	1,194
-Plant & Machinery	330	599
-Others	2,031	1,518
Insurance Expenses	608	621
Audit Fees	575	575
Legal and Professional Charges	3,007	4,800
Miscellaneous Expenses*	5,106	7,276
Exchange Fluctuation loss (Net)	77	1,037
Rent	399	7
Rates and Taxes	224	122
Security and other Services	1,694	2,277
Travelling Expenses	3,481	2,636
Commission / Brokerage	1,812	626
Selling and Distribution expenses	2,646	2,680
Sales Promotion Expenses	436	217
Bad Debts written off	621	953
Provision for Doubtful Debts	255	1324
TOTAL	65,781	72,618

*None of the item individually accounts for more than ₹ 1,00,000/- or 1% of revenue whichever is higher.

a. Remuneration to auditors has been classified as follows:

(Amount in ₹ '000)

Particulars	For the Year ended 31st March, 2016	For the period ended 31st March, 2015
As Auditors	575	650
For Taxation Matters	17	250
For Other Services	150	150
Reimbursement of Expenses	86	73
TOTAL	828	1,123

26 Estimated amount of contracts remaining to be executed is ₹ 1353/- thousands (P.Y. ₹ 260/- thousands).

27 CONTINGENT LIABILITIES

Contingent Liabilities not provided for are classified as under:

(Amount in ₹ '000)

Particulars	For the Year ended 31st March, 2016	For the period ended 31st March, 2015
Sales Tax	-	1,351
Income Tax	9,112	5,215
Excise Matters	11,179	3,695
Bank Guarantee	285	-
Bonus Provision for 2014-2015	371	-
Claims against the Company not acknowledge as debt	-	1,133
Dividend on 4% Cumulative Redeemable Preference Shares	56,670	51,710
Claims against the Company before Labour Court		
	Amount not ascertainable	Amount not ascertainable
Pending Labour Cases	625	625

28 ADDITIONAL INFORMATION PURSUANT TO PARA 5 OF PART II OF SCHEDULE III OF THE COMPANIES ACT, 2013.

a. CIF value of Imports :

(Amount in ₹ '000)

Particulars	For the Year ended 31st March, 2016	For the period ended 31st March, 2015
Raw Material & Components	9,236	3,313
Stores and Spares	151	-
TOTAL	9,386	3,313

b. Imported and indigenous Consumptions of raw materials, Components & Stores & Spares are classified as follows:

Particulars	For the year ended 31st March, 2016		For the period ended 31st March, 2015	
	%	(Amount in ₹ '000)	%	(Amount in ₹ '000)
Raw Materials and Components				
Imported	3.62%	4,589	2.86%	4,386
Indigenous	96.38%	122,299	97.14%	148,898
Total	100.00%	126,888	100.00%	153,284
Stores and Spares:				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	12,002	100.00%	14,317
Total	100.00%	12,002	100.00%	14,317

c. Earnings in foreign currency :

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Export Value of Goods Calculated on FOB Basis	834	318
Other Earnings	5,141	-
TOTAL	5875	318

29 LEASE**Income**

The Company has let out its certain factory premises under operating lease during the year. These lease are cancellable by either party giving a notice of one month. Rent Income is recognized in the Statement of Profit and Loss as "Rent Income" under Note No.19.

Expenses

The company has obtained office premises under operating lease. These are generally cancellable lease. These leases are under operating lease and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognized in the Statement of Profit and Loss account as "Rent Expenses" under Note No.25.

30 Disclosure required by Accounting Standard (AS) 29, "Provisions, contingent liabilities and contingent assets":**a) Movement in Warranty Provision:**

Particulars	(Amount in ₹ '000)	
	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Opening Balance	-	1,152
Addition/ provision during the year	-	-
Less: Written Back during the year	-	1,152
Closing Balance	-	-

b) Nature of Provisions:**• Warranties :**

Warranty costs are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of recognition of revenue.

31 EMPLOYEE BENEFITS

The Company has classified the various benefit provided to employees as under

(i) Defined Contribution Plan

The Company makes contribution towards Employee Provident Fund and Super Annuation Fund. The Company is required to contribute pecified percentage of payroll cost.

The Company has recognised the following amounts in the Statement of Profit and Loss :

Particulars	(Amount in ₹ '000)	
	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Contribution to Provident Fund	1,513	1,723
Contribution to Super Annuation Fund	351	547
TOTAL	1,864	2,270

(ii) Defined Benefits Plan

The Company recognises the liability towards the gratuity at each balance sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at March 31, 2016 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

The following tables sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2016.

I. Reconciliation in present value of obligations (PVO) - Defined benefit obligation:

Particulars	(Amount in ₹ '000)	
	As at 31st March, 2016	As at 31st March, 2015
	Gratuity (Funded)	Gratuity (Funded)
I. Defined Benefit obligation		
Current Service Cost	319	488
Interest Cost	499	630
Actuarial (gain)/ loss on obligations	782	(374)
Benefits paid	(3,524)	(825)
PVO at the beginning of the year	6,239	6,320
PVO at the end of the year	4,315	6,239

II. Reconciliation of the fair value of Plan Assets

Expected return on Plan Assets	347	834
Actuarial gain / (Loss) on Plan Assets	-	-
Contributions by employer	28	58
Benefits Paid	(3,524)	(825)
Expenses	-	(75)
Fair value of Plan Assets at the beginning of the year	7,584	7,592
Fair value of Plan Assets at the end of the year	4,435	7,584
III. Reconciliation of PVO and Fair value of Plan of assets		
PVO at the end of the year	4,315	6,239
fair value of Planned assets at the end of the year	4,435	7,584
Funded Status	(120)	(1,345)
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance sheet	(120)	(1,345)
IV. Net cost for the Period ended 31st March		
Current Service Cost	319	488
Interest Cost on benefit obligation	499	630
Expected return on Plan Assets	347	834
Actuarial (gain)/ loss on obligations	782	(374)
Net Cost	1,253	(90)

V. Assumption used in accounting for the gratuity plan

Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal Rates	1.00% P.A.	1.00% P.A.
Discount Rate (%)	8	8
Salary escalation rate (%)	5	5
Rate of Return on Plan Assets (%)	7.83	9.11

VI. Experience Adjustment

Particulars	2015-2016	2014-2015	2013	2012	2011
Experience adjustment on account of plan liabilities [Gain / (Loss)]	(782)	135	1,038	142	1,484
Experience adjustment on account of plan assets [Gain / (Loss)]	285	37	419	325	85

32 The operations of the Company are limited to one segment, namely, "Manufacturing of Machineries and Components".

33 RELATED PARTY DISCLOSURE

Disclosure as required by Accounting Standard - 18 are given below:-

Name of Related Parties	Nature of Relationship
Integra Holding AG, Switzerland	Holding Company
Integra Bioscience AG, Switzerland	Fellow Subsidiary
Aquametro AG, Switzerland	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Yogesh Shah	Key Management Personnel (till 12th August, 2015)
Milind Shingate	Key Management Personnel (From 3rd August, 2015 to 29th February, 2016)

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate	Key Management Personnel	Total
Material Purchase	5,440	6,733	Nil	12,173
	(806)	(3,459)	(Nil)	(4,265)
a. Aquametro AG, Switzerland	5,440	Nil	Nil	5,440
	(806)	(Nil)	(Nil)	(806)
b. Integra Systems Pvt Ltd	Nil	6,733	Nil	6,733
	(Nil)	(3,459)	(Nil)	(3,459)
Sales	Nil	12,910	Nil	12,910
	(Nil)	(18,110)	(Nil)	(18,110)
a. Integra Systems Pvt Ltd	Nil	12,910	Nil	12,910
	(Nil)	(18,110)	(Nil)	(18,110)
Management Contract	5,141	Nil	Nil	5,141
	(3,506)	(Nil)	(Nil)	(3,506)
a. Aquametro AG, Switzerland	5,141	Nil	Nil	5,141
	(3,506)	(Nil)	(Nil)	(3,506)
Remuneration	Nil	Nil	5,922	5,922
	(Nil)	(Nil)	(1,485)	(1,485)
a. Mr. Yogesh Shah	Nil	Nil	2,552	2,552
	(Nil)	(Nil)	(1,485)	(1,485)
b. Mr. Milind Shingate	Nil	Nil	3,371	3,371
	(Nil)	(Nil)	(Nil)	(Nil)
Rent Income	Nil	590	Nil	590
	(Nil)	(749)	(Nil)	(749)
a. Integra Systems Pvt Ltd	Nil	590	Nil	590
	(Nil)	(749)	(Nil)	(749)
Balance as on 31st March				
Payables	64	Nil	Nil	64
	(184)	(Nil)	(Nil)	(184)
a. Aquametro AG, Switzerland	64	Nil	Nil	64
	(184)	(Nil)	(Nil)	(184)
Receivables	331	6,313	Nil	6,644
	(314)	(1,783)	(Nil)	(2,097)
a. Aquametro AG, Switzerland	331	Nil	Nil	331
	(314)	(Nil)	(Nil)	(314)
b. Integra Systems Pvt Ltd	Nil	6,313	Nil	6,313
	(Nil)	(1,783)	(Nil)	(1,783)

Amounts in bracket indicate previous year figures.

34 EARNING PER SHARE (EPS)

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Basic and Diluted Earning per Share		
Profit / (Loss) attributable to the equity shareholders	13,018	(125)
Weighted Average number of equity shares	34,245,196	34,245,196
Face Value per share (In ₹)	1	1
Basic Earning per share (In ₹)	0.38	(0.00)
Diluted Earning Per Share (In ₹)	0.38	(0.00)

- 35 The value of realization of assets other than fixed assets and non current investment in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.
- 36 As per the opinion of the management, Deferred tax assets of ₹ 22,831 thousands on Carried Forward Business Loss/Unabsorbed depreciation is recognised and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- 37 The balances of trade receivables and trade payables are subject to adjustment if any on reconciliation/settlement.
- 38 Previous periods figures are for the fifteen months and therefore current years figures are not comparable with those of the previous period. Figures of the Previous period have been regrouped/ reclassified wherever necessary.

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : May 12, 2016

For and on behalf of Board of Directors

Adrian Oehler
Director
DIN: 00360332

Bhavin Kariya
CFO
Place : Halol
Date: May 12, 2016

Shalin S. Divatia
Director
DIN: 00749517

Harneetkaur Anand
Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS:

NOTE 1: CORPORATE INFORMATION

INTEGRA Engineering India Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in manufacturing of machineries and components.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India. The applicable mandatory Accounting Standards prescribed under section 133 of the Companies Act, 2013 have been followed in preparation of these financial statements.

2. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from estimates. Differences between the actual results and the estimates are recognised in the period in which the same are known/materialised.

3. Revenue Recognition:

(i) Sales:

Revenue from sale of goods is recognized when the significant risks and rewards in respect of ownership of products are transferred to the buyer under the terms of contract. Sales are inclusive of excise duty but are net of sales returns, sales tax and rate difference adjustments if any.

The company accounts for income on the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion and cost of completion of each contract/activity. Such estimates made by the company and have been relied upon by auditors, as these are of a technical nature.

(ii) Interest Income:

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

(iii) Other Income:

Other income is recognized on accrual basis except when realisation of such income is uncertain.

4. Investments:

Investments are either classified as current or long term based on the management contention at the time of purchase. Long

term investments are shown at cost. However, when there is decline, other than temporary in the value of long term investment, the carrying amount is reduced to recognise the decline. Current investments are stated at lower of cost or market value.

5. Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

6. Fixed Assets:

Fixed Assets are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct cost are capitalized until the asset are ready for use and include financial cost relating to any borrowing attributable to acquisition. Capital work in progress includes the cost of fixed assets that are not yet ready for the intended use.

7. Depreciation

Depreciation on tangible assets has been provided on straight line method over the useful lives of the assets prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation on additions/deletion during the year is provided on pro rata basis.

8. Intangible Assets and amortisation

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over the estimated period of benefit, not exceeding ten years.

9. Impairment of Assets:

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

10. Leases

Assets leased out where a significant portion of the risks and rewards of ownership are retained by the company are classified as operating leases. Lease rentals are recognised in the Statement of Profit and Loss.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss.

11. Inventories:

The inventories are valued at cost or net realizable value whichever is lower. The basis of determining the value of each class of inventory is as follows:

Inventories	Cost Formula
Raw material	Weighted average cost
Work in Progress	Raw material cost plus conversion cost, wherever applicable
Stock in trade	At landed cost
Stores and Spare Parts	Weighted average cost

12. Foreign Currency Transactions :

Foreign currency transactions during the year are recorded at the rate of exchange prevailing on the date of the transactions. At the year end, all the monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences resulting from the settlement of such transactions and from the translation of such monetary assets and liabilities are recognised in the Statement of Profit and Loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts, is amortized as income or expense over the life the contract as well as exchange differences on such contract i.e. difference between the exchange rate at the reporting/settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

13. Employee Benefits:

(a) Post Employment Benefits:

i) Defined Contribution plan

The company's contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

ii) Defined Benefit plan

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the

remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the plan assets.

(b) Short-term employee benefits

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services. These benefits include salary, wages, bonus, performance incentives etc.

(c) Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

14. Taxes on Income :

The provision for taxation is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax assets and liabilities are recognized on timing differences, being the differences between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods using tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets, other than on unabsorbed depreciation and carried forward losses, are recognised only if there is reasonable certainty that they will be realised in the future. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses. Deferred Tax assets are reviewed at each balance sheet date for their realisability.

15. Provisions, Contingent Liabilities and Contingent Assets:

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed.

INDEPENDENT AUDITORS' REPORT**To the Members of Integra Engineering India Limited
Report on the Consolidated financial Statements**

We have audited the accompanying consolidated financial statements of Integra Engineering India Limited ("the Company") and its associate comprising of the Consolidated Balance Sheet as at 31st March 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company and its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due

to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

The consolidated financial statements does not include the Company's share of net profit of ₹1442.14 thousand for the year ended March 31, 2016 for which the Company's share of accumulated loss exceeds the carrying amount of investment in respect of Integra Systems Private Limited, an associate whose financial information has not been audited by us. This financial information is unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements in so far as its relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on unaudited financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
 - c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant

books of account maintained for the purpose of preparation of the consolidated financial statements;

- d. in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of the written representations received from the directors of the Company as on 31st March, 2016 taken on record by the Board of Directors of the Company none of the Directors of the Company is disqualified as on 31st March, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure A;
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the company and its associate - Refer Note 27 to the consolidated financial statements;
- ii. the company and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate incorporated in India.

For K. C. Mehta & Co.

Chartered Accountants

Firm's Registration No. 106237W

Vishal P. Doshi

Partner

Membership No. 101533

Place: Vadodara

Date: 12th May, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Inconjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Integra Engineering India Limited (herein after referred to as "the Company") and its associate company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit

of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company, which is Company incorporated in India, have, in all material respects, an adequate internal financial control

system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

In respect of the associate company, there are no reports from Chartered Accountants in respect of internal financial control system over financial reporting and hence, it is not covered in this report.

For K. C. Mehta & Co.

Chartered Accountants
Firm's Registration No. 106237W

Vishal P. Doshi

Partner
Membership No. 101533

Place: Vadodara
Date: 12th May, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹ '000)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	4	158,245	158,245
b) Reserves and Surplus	5	93,280	80,262
Non-Current Liabilities			
a) Long Term Borrowings	6	-	11,130
Current Liabilities			
a) Short Term Borrowings	7	-	21,836
b) Trade Payables	8		
-due to micro and small enterprises		-	-
-due to other than micro and small enterprises		29,674	25,705
c) Other Current Liabilities	9	18,654	14,217
d) Short Term Provisions	10	404	145
TOTAL		300,258	311,540
II. ASSETS			
Non Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		77,649	81,690
(ii) Intangible Assets		997	1,445
(b) Non Current Investment	12	-	-
(c) Deferred Tax Assets (Net)	13	15,381	21,673
(d) Long Term Loans and Advances	14	1,221	806
Current Assets			
(a) Inventories	15	52,667	63,905
(b) Trade Receivables	16	68,133	50,278
(c) Cash and Bank Balance	17	58,035	62,847
(d) Short Term Loans and Advances	18	26,174	28,897
TOTAL		300,258	311,540
Significant Accounting Policies & Notes on Accounts	1 - 38		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : May 12, 2016

For and on behalf of the Board

Adrian Oehler
Director
DIN: 00360332

Bhavin Kariya
CFO

Place : Halol
Date : May 12, 2016

Shalin S. Divatia
Director
DIN: 00749517

Harneetkaur Anand
Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹ '000)

Particulars	Note No.	For the Year ended 31st March, 2016	For the period ended 31st March, 2015
I. Revenue from Operations (Gross)	19	290,855	304,344
Less: Excise Duty		28,007	22,082
Revenue from Operations (Net)		262,848	282,262
II. Other Income	20	24,686	20,275
III. Total Revenue (I + II)		287,535	302,536
IV. Expenses:			
(a) Cost of Material Consumed	21	121,889	153,284
(b) Purchase of Stock in trade	22	9,182	8,694
(c) Change in Inventories	23	17,724	844
(d) Employee Benefit Expenses	24	44,763	47,735
(e) Finance Cost	25	1,283	4,883
(f) Depreciation and Amortisation Expense	11	7,603	15,664
(g) Other Expenses	26	65,781	72,618
Total Expenses		268,224	303,723
V. Profit/ (Loss) before Tax (III-IV)		19,311	(1,187)
VI. Tax Expenses:			
Current Tax		37	-
Deferred Tax		6,293	-
MAT Credit Entitlement		(37)	
Income Tax Adjustment for Earlier years		-	(1,062)
VII. Profit/ (Loss) before share in Net Profit/ (Loss) of associate (V-VI)		13,018	(125)
Add. Share in net profit of associate		-	-
VII. Profit/ (Loss) for the year		13,018	(125)
IX. Earning Per Share			
(a) Basic		0.38	(0.00)
(b) Diluted		0.38	(0.00)
Significant Accounting Policies & Notes on Accounts	1 - 38		
As per our report of even date attached			

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Vadodara
Date : May 12, 2016

For and on behalf of the Board

Adrian Oehler
Director
DIN: 00360332

Shalin S. Divatia
Director
DIN: 00749517

Bhavini Kariya
CFO

Harneetkaur Anand
Secretary

Place : Halol
Date : May 12, 2016

Consolidated Cash Flow Statement for the period ended on 31st March, 2016

(Amount in ` '000)

	31st March, 2016	31st March, 2015
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax	19,311	(1,187)
Adjustments for non cash items / items required to be disclosed separately:		
Depreciation	7,603	15,664
(Profit) / Loss on Sale of Fixed Assets	(4,430)	(330)
Interest Paid	1,085	4,665
Interest Income	(4,539)	(6,439)
Excess Liability Written Back	(754)	(1,204)
Provision for Diminution in value of Inventories	-	-
Provision for Doubtful Debts	(43)	1,324
Operating profit before working capital changes	18,233	12,493
Adjustments for change in working capital & provisions:		
(Increase) / Decrease in Trade Receivables	(17,812)	9,406
(Increase) / Decrease in Loans & Advances and Other Current Assets	550	(1,190)
(Increase) / Decrease in Inventories	11,238	16,310
Increase / (Decrease) in Trade Payables and Other Current Liabilities	9,162	(20,651)
Increase / (Decrease) in Provisions	259	(1,184)
Cash generated from operations	21,630	15,184
Income Tax refund / (paid) (net)	1,756	(1,352)
Net Cash Flow from Operating Activities	23,386	13,832
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(3,629)	(4,942)
Sale of Fixed Assets	4,944	357
Earmarked balances with banks	8,906	361
Bank Deposits held as margin money against guarantees	383	20
Interest Income	4,539	6,439
Net Cash Flow from Investing Activities	15,144	2,235
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Interest Paid	(1,085)	(4,665)
Increase / (Decrease) in Long Term Borrowings	(11,130)	11,130
Increase / (Decrease) in short term Borrowings	(21,836)	(14,146)
Net Cash Flow from Financing Activities	(34,051)	(7,681)
Net Increase / (Decrease) in cash and equivalents (A+B+C)	4,479	8,385
Cash and cash equivalents at the beginning of the year. (See note 1)	22,663	14,278
Cash and cash equivalents at the end of the year. (See note 1)	27,141	22,663
	4,478	8,385
Notes:		
1 Cash and Cash Equivalents comprise of:		
Cash on hand	241	834
Balance with scheduled banks		
- Current Accounts	5,102	7,050
- Deposits Accounts	21,797	14,779
	27,141	22,663
2 Cash Flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statement".		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants
Vishal P. Doshi
Partner
Membership No. 101533

For and on Behalf of the Board

Adrian Oehler
Chairman
DIN : 00360332

Bhavin Kariya
CFO

Shalin Divatia
Director
Din : 00749517

Place : Halol
Date : May 12, 2016

Harneetkaur Anand
Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3 a The details of associate which is included in the CFS of the Group and the Group's effective ownership therein is as under:

Name of the Company	Relationship	Country of Incorporation	Group's Proportion of Ownership Interest	
			31st March, 2016	31st March, 2015
Integra Systems Private Limited	Associate	India	50.00%	50.00%

b Information as per Schedule III of section 129 of the Companies Act, 2013 is provided as under:

Particulars	Net Assets i.e. total Assets minus total Liabilities		Share in Profit or Loss	
	As a % of consolidated Net Assets	(Amount in ₹ '000)	As % of Consolidated Profit or Loss	(Amount in ₹ '000)
Integra Engineering India Limited (Parent)	100	251,526	100	13,018
Subsidiaries: 1. Foreign: NA 2. Indian: NA				
Associates : (Investment as per the equity method) 1. Indian: Integra Systems Private Limited 2. Foreign: NA	Refer Note 12b	(9,437)	Refer Note 12b	1,442
Total	100	251,526	100	13,018

4 SHARE CAPITAL

a. Share Capital consists of the following:

(Amount in ₹ '000)

	As at 31st March, 2016	As at 31st March, 2015
Authorised 212,000,000 Equity Shares of ₹ 1/- each 300,000 Unclassified Shares of ₹ 10/- each 14,000,000 Cumulative Redeemable Preference Shares of ₹ 10/- each (Payable at par)	212,000 3,000 140,000	212,000 3,000 140,000
	355,000	355,000
Issued, Subscribed and Paid Up 34,245,196 Equity Shares of ₹ 1/- each fully paid up 12,400,000 4% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up.	34,245 124,000	34,245 124,000
	158,245	158,245

b. Shares held by Holding Company :

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% of Share holding	No. of Shares	% of Share holding
Equity shares of ₹ 1 each fully paid up Integra Holding AG	187,23,341	54.67%	187,23,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	124,00,000	100.00%	124,00,000	100.00%

c. Aggregate no. of shares allotted as fully paid up, without payment being received in cash in past 5 years :

14,850,000 equity shares of ₹ 1/- each fully paid up, were issued pursuant to the scheme of amalgamation of Integra India Group Company Limited with the company in Year 2012.

d. Reconciliation of number of equity shares outstanding at the beginning and at the end of reporting period is as under :

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	(Amount in ₹ '000)	No. of Shares	(Amount in ₹ '000)
Balance of Shares at the beginning of the year	34,245,196	34,245	34,245,196	34,245
Add: Addition During the year	-	-	-	-
Balance of Shares at the end of the year	34,245,196	34,245	34,245,196	34,245

e. Reconciliation of number of preference shares outstanding at the beginning and at the end of reporting period is as under:

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	(Amount in ₹ '000)	No. of Shares	(Amount in ₹ '000)
Balance of Shares at the beginning of the year	12,400,000	124,000	12,400,000	124,000
Add: Addition During the year	-	-	-	-
Balance of Shares at the end of the year	12,400,000	124,000	12,400,000	124,000

f. Details of Shareholder holding more than 5 percent share in Company:

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% holding in the Class	No. of Shares	% holding in the Class
Equity shares of ₹ 1 each fully paid up Integra Holding AG	18,723,341	54.67%	18,723,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	12,400,000	100.00%	12,400,000	100.00%

g. Right, Preferences and restrictions attached to Shares

- Equity shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. Any dividend declared by the company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- Preference shares

The company has only one class of Preference shares having a par value of ₹ 10/- per share. These shares are redeemable at anytime before 28th October, 2024. The Cumulative Redeemable Preference Shareholder ("CRPS") has no right to vote or to receive Notices or to attend at the General Meetings of the Company. If, however, any resolution affecting the rights attached to the CRPS holder is placed before the meeting of Shareholders, such resolution will first be placed before a meeting of Registered CRPS holders for their consideration.

The CRPS holder have right to receive dividend @ 4% p.a. in respect of the amount paid-up on the CRPS for a period of 20 years from the date of allotment of CRPS, only out of profits, if any, of the Company. The dividend as and when declared by the Company shall be paid to the shareholder on the record date, which the Board may fix from time to time. If in any year, the Company has not declared any dividend on the CRPS, the right to the dividends shall accumulate and the accumulated dividends will be paid out of the profits, if any, of the subsequent financial year(s) including carry forward profits, if any, of the previous years, before any dividend is paid to the Equity Shareholders. Such right to receive the accumulated dividend, if any, will cease on the expiry of 20 years from the date of allotment.

The CRPS holders comprising the present issue shall rank pari-passu interse with any preference or priority of one over the other or others of them.

In the event of liquidation of the Company, the Preference shareholders will be entitled to receive their capital contribution in the Company after the distribution / repayment of all creditors but before distribution to equity shareholders. The distribution to the preference shareholders will be in proportion of the number of shares held by each shareholder.

5 RESERVES AND SURPLUS

Reserves and Surplus consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a. Capital Reserve		
- Central Government Cash Subsidy As per last Balance sheet	2,412	2,412
- State Government Cash Subsidy As per last Balance sheet	4,764	4,764
Total (a)	7,176	7,176
b. Profit on Re-issue of Forfeited Shares		
As per last Balance sheet	33	33
Total (b)	33	33
c. Securities Premium Account		
As per last Balance sheet	32,948	32,948
Total (c)	32,948	32,948
d. General Reserve		
As per last Balance sheet	17,700	17,700
Total (d)	17,700	17,700
e. Surplus in Statement of Profit & Loss		
As per last Balance sheet	22,405	22,530
Profit / (Loss) for the Year	13,018	(125)
Total (e)	35,423	22,405
TOTAL	Total (a to e)	
	93,280	80,262

6 LONG TERM BORROWINGS

a. Long term borrowings consists of the following :

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured Borrowings		
Term Loans		
- From Banks	-	11,130
TOTAL	-	11,130

b. Term Loans from Banks consists of the following:

(Amount in ₹ '000)

Name of Bank	Nature of Security	Current Maturities	Balance of loan
Dena Bank	Hypothecation of Laser Cutting Machine	- (3,180)	- (14,130)

Previous year figures is shown in brackets

c. The terms of repayment of the above loans are as follows:

Term Loans	Date of Maturity	Rate of Interest	No. of Installments due after the Balance sheet date	Amount of each monthly Installments (₹)
From Banks				
Dena Bank	8th Sept., 2019	14.50%	0	265,000

* The Company has prepaid the entire loan on 4th September 2015.

7 SHORT TERM BORROWINGS

a. Short Term Borrowings consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured Borrowings		
Loans repayable on demand		
From Banks		
-Overdraft	-	21,836
TOTAL	-	21,836

b. Bank Loans repayable on demand consists of Overdraft facility from Dena Bank and ICICI Bank which is secured by pledge of Fixed Deposits.

8 TRADE PAYABLES

a Trade Payables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Payables		
Total outstanding dues of micro and small enterprises *	-	-
Total outstanding dues of creditors other than micro and small enterprises	29,674	25,705
TOTAL	29,674	25,705

*The Company is in the process of identifying the suppliers, if any, covered under the Micro, Small and Medium Enterprise Development Act, 2006. Due to non availability of data, the details required have not been furnished.

9 OTHER CURRENT LIABILITIES

Other Current Liabilities consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Current maturities of long term Borrowings	-	3,180
Trade Deposit and Advance	4,514	4,816
Advance From Customers	6,013	1,695
Unclaimed Dividend	-	19
Duties and Taxes Payables	1,663	349
Expenses Payable	6,465	4,158
TOTAL	18,654	14,217

10 SHORT TERM PROVISIONS

Short Term Provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provisions for Employee benefits	404	145
TOTAL	404	145

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NOTE 11: FIXED ASSETS

(Amount in ₹ '000)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2015	Addition during the year	Adjustment/Deduction during the year	As at 1st March 2016	As at 1st April, 2015	For the year	Adjustment/Deduction during the year	As at 1st March 2016	As at 1st March 2016	As at 1st March 2015
Tangible Assets										
Free hold Land	944	-	-	944	-	-	-	-	944	944
Building	56,992	-	-	56,992	37,911	1,445	-	39,357	17,636	19,081
Plant & Machinery	172,037	3,065	4,404	170,697	113,674	4,687	3,984	114,377	56,320	58,363
Furniture & Fixtures	12,744	534	60	13,218	10,619	833	58	11,394	1,824	2,125
Vehicles	3,254	-	1,770	1,484	2,712	80	1,681	1,110	374	542
Computer	6,646	30	368	6,308	6,011	110	365	5,756	553	635
Intangible Assets										
Computer Software	5,756	-	-	5,756	4,311	448	-	4,759	997	1,445
Total	258,372	3,629	6,602	255,397	175,237	7,603	6,088	176,752	78,646	83,135
Previous Year	254,512	4,942	1,082	258,371	160,630	11,498	(3,110)	175,237	83,135	-

12 NON CURRENT INVESTMENT

a. Non Current Investment consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Investment		
Investment in Associate		
Integra Systems Private Limited	1,000	1,000
1,00,000 equity shares of ₹ 10/- each fully paid up		
Less: Provision for Diminution	(1,000)	(1,000)
TOTAL	-	-

- b The Company has an investment in Associates of ₹ 1000 thousands in Integra Systems Private Limited. The Integra Systems Private Limited has accumulated losses of ₹ 20,875 thousands. The Company's share of losses of the associate exceeds the carrying value of the investment and hence, the Company has not recognised its share of losses in associate and the investment is reported at Nil value.

13 DEFERRED TAX ASSETS (Net)

Deferred Tax Assets (Net) consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax (liabilities)/assets		
Difference between book depreciation and tax depreciation	(9,741)	(8,454)
Provision for doubtful debts /advances/Diminution in Value of Inventories	1,786	6,484
Provision for Leave Encashment	125	45
Deferred payments	379	767
Carried Forward Business Loss/Unabsorbed depreciation	22,831	22,831
TOTAL	15,381	21,673

14 LONG TERM LOANS AND ADVANCES

Long Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured, Considered Good)		
Deposits	770	682
Capital Advance	451	124
TOTAL	1,221	806

15 INVENTORIES

a. Inventories consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Raw Material	31,093	39,920
Less: Provision for Diminution in value of Inventories	-	15,161
	31,093	24,759
Work in Progress	16,893	36,178
Stock in Trade	2,289	727
Stores and Spare Parts	2,392	2,240
TOTAL	52,667	63,905

For basis of valuation of inventories refer Note No.1 (11)

b. Work in Progress have been classified under broad heads as follows:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
- Draw Frames	-	6,326
- Machine and Mechanical Appliances	10,421	24,163
- Relays	4,925	4,357
- Others	1,547	1,332
TOTAL	16,893	36,178

c. Stock in Trade have been classified under broad heads as follows:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Laboratory Equipment	142	142
Electrical Equipment	2,146	585
TOTAL	2,289	727

16 TRADE RECEIVABLES

Trade Receivables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Outstanding for a period exceeding six month from the date they were due for payment		
-Unsecured, Considered Good	5,261	2,970
-Unsecured, Considered Doubtful	5,779	5,822
	11,040	8,792
Less: Provision for Doubtful debts	5,779	5,822
Total (a)	5,261	2,970
(b) Other Trade Receivables		
-Unsecured, Considered Good		
Due from related Parties*	6,644	2,097
-Others	56,229	45,211
Total (b)	62,873	47,308
TOTAL (a+b)	68,133	50,278

* Represents due from Integra Systems Pvt. Ltd. ₹ 6313/- (P.Y. ₹ 1783/- thousands), Aquametro AG ₹ 331/- thousands (P.Y. ₹ 314/- thousands)

17 CASH AND BANK BALANCE

Cash and Bank Balance consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
a) Cash and cash equivalent		
Cash In Hand	241	834
Balance with Banks in		
- Current Account	5,102	7,050
- Deposits Account	21,797	14,779
b) Other Bank Balance		
- Unpaid Dividend Account	-	19
- Deposits -Security against the borrowings	30,894	40,165
TOTAL	58,035	62,847

18 SHORT TERM LOANS AND ADVANCES

Short Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured, Considered Good)		
Advances Recoverable in cash or in kind or for value to be received	4,963	6,855
Advance to Supplier	2,350	2,429
Income Tax (Net of provisions)	12,562	14,355
MAT Credit Entitlement	4,532	4,495
Deposit with Government Department	1,767	763
TOTAL	26,174	28,897

19 REVENUE FROM OPERATION

a. Revenue From Operation consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Sale of Product	263,070	272,468
Sale of Services	16,942	23,224
Other Operating Revenues	10,842	8,652
TOTAL	290,855	304,344

b. Sales have been classified under Broad Heads as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
a. Manufactured Goods		
-Draw Frames	6,907	3,408
-Relays	89,041	81,832
-Machine and Mechanical Appliances*	154,784	174,148
Total (a)	250,732	259,388
b. Traded Goods		
-Electrical Equipment	12,338	13,080
Total (b)	12,338	13,080
c. Services Rendered		
-Erection and commissioning / Labour Job	16,942	23,224
Total (c)	16,942	23,224
Total (a to c)	280,013	295,692

* None of above items individually account for 10% of total value of sales.

20 OTHER INCOME

Other Income consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Rent Income	14,320	11,933
Interest Income	4,539	6,439
Excess Liabilities written back	754	1,204
Reversal of Provision for Doubtful Debts	298	-
Profit on sale of assets	4,430	330
Miscellaneous receipts	346	368
TOTAL	24,686	20,275

21 COST OF MATERIAL

a. Cost Of Material consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
a. Consumption of Raw Material		
Opening Stock	39,920	54,930
Add : Purchases	113,062	138,275
Less: Reversal of Provision for Diminution in Inventory	15,161	-
Add : Inventory written off	15,161	-
	152,982	193,205
Less: Closing Stock	31,093	39,920
Total	121,889	153,284

b. Material consumed comprises of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
a. Raw Materials		
Steel Rounds, Bars, Plates and Castings	44,279	85,890
Components and Others*	77,610	67,394
Total (a)	121,889	153,284

* None of above items individually account for 10% of total value of Consumption.

22 Purchases of Stock in Trade

Purchase of Stock-in-trade consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Trading Materials - Electrical Equipment	9,182	8,694
	9,182	8,694

23 CHANGES IN INVENTORIES

Changes In Inventories consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Work-in-Progress		
-Opening Stock		
-Work in progress	36,178	36,093
-stock in Trade	727	1,656
	36,905	37,749
Closing Stock		
-Work in progress	16,893	36,178
-stock in Trade	2,289	727
	19,181	36,905
TOTAL	17,724	844

24 EMPLOYEE BENEFIT EXPENSES

Employee Benefit Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Salaries and Wages	33,805	35,871
Contribution to Provident and Other Funds	4,281	3,201
Workmen and Staff Welfare Expenses	6,677	8,664
TOTAL	44,763	47,735

25 FINANCE COST

Finance Cost consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Interest on Bank Loan	1,085	4,665
Bank Charges and Commission	197	218
TOTAL	1,283	4,883

26 OTHER EXPENSES

Other Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Consumption of Stores & Spares, Tools including Packing Materials	12,002	14,317
Job Work and Processing Charges	9,559	6,083
Labour Charges	14,293	16,852
Power & Fuel	6,044	6,904
Repairs to -Factory Building	581	1,194
-Plant & Machinery	330	599
-Others	2,031	1,518
Insurance Expenses	608	621
Audit Fees	575	575
Legal and Professional Charges	3,007	4,800
Miscellaneous Expenses*	5,106	7,276
Exchange Fluctuation loss (Net)	77	1,037
Rent	399	7
Rates and Taxes	224	122
Security and other Services	1,694	2,277
Travelling Expenses	3,481	2,636
Commission / Brokerage	1,812	626
Selling and Distribution expenses	2,646	2,680
Sales Promotion Expenses	436	217
Bad Debts written off	621	953
Provision for Doubtful Debts	255	1,324
TOTAL	65,781	72,618

*None of the item individually accounts for more than ₹ 1,00,000/- or 1% of revenue whichever is higher.

a. Remuneration to auditors has been classified as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
As Auditors	575	650
For Taxation Matters	17	250
For Other Services	150	150
Reimbursement of Expenses	86	73
TOTAL	828	1,123

27 Estimated amount of contracts remaining to be executed is ₹ 1353/- thousands (P.Y. ₹ 260/- thousands).

28 CONTINGENT LIABILITIES

Contingent Liabilities not provided for are classified as under:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Sales Tax	-	1,351
Income Tax	9,112	5,215
Excise Matters	11,179	3,695
Bank Guarantee	285	-
Bonus Provision for 2014-2015	371	-
Claims against the Company not acknowledge as debt	-	1,133
Dividend on 4% Cumulative Redeemable Preference Shares	56,670	51,710
Claims against the Company before Labour Court	Amount not ascertainable	Amount not ascertainable
Pending Labour Cases	625	625

29 LEASE**Income**

The Company has let out its certain factory premises under operating lease during the year. These lease are cancellable by either party giving a notice of one month. Rent Income is recognized in the Statement of Profit and Loss as "Rent Income" under Note No.20.

Expenses

The company has obtained office premises under operating lease. These are generally cancellable lease. These leases are under operating lease and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognized in the Statement of Profit and Loss account as "Rent Expenses" under Note No.26.

30 Disclosure required by Accounting Standard (AS) 29, "Provisions, contingent liabilities and contingent assets":**a) Movement in Warranty Provision:**

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Opening Balance	-	1,152
Addition/ provision during the year	-	-
Less: Written Back during the year	-	1,152
Closing Balance	-	-

b) Nature of Provisions:**• Warranties :**

Warranty costs are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of recognition of revenue.

31 EMPLOYEE BENEFITS

The Company has classified the various benefit provided to employees as under

(i) Defined Contribution Plan

The Company makes contribution towards Employee Provident Fund and Super Annuation Fund. The Company is required to contribute specified percentage of payroll cost.

The Company has recognised the following amounts in the Statement of Profit and Loss :

Particulars	For the year ended 31st March, 2016	For the Period ended 31st March, 2015
Contribution to Provident Fund	1,513	1,723
Contribution to Super Annuation Fund	351	547
TOTAL	1,864	2,270

(ii) Defined Benefits Plan

The Company recognises the liability towards the gratuity at each balance sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at March 31, 2016 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

The following tables sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2016.

I. Reconciliation in present value of obligations (PVO) - Defined benefit obligati:

Particulars	As at 31st March 2016	As at 31st March, 2015
	Gratuity (Funded)	Gratuity (Funded)
I. Defined Benefit obligation		
Current Service Cost	319	488
Interest Cost	499	630
Actuarial (gain)/ loss on obligations	782	(374)
Benefits paid	(3,524)	(825)
PVO at the beginning of the year	6,239	6,320
PVO at the end of the year	4,315	6,239

II. Reconciliation of the fair value of Plan Assets

(Amount in ₹ 000)

Expected return on Plan Assets	347	834
Actuarial gain / (Loss) on Plan Assets	-	-
Contributions by employer	28	58
Benefits Paid	(3,524)	(825)
Expenses	-	(75)
Fair value of Plan Assets at the beginning of the year	7,584	7,592
Fair value of Plan Assets at the end of the year	4,435	7,584
III. Reconciliation of PVO and Fair value of Plan of assets		
PVO at the end of the year	4,315	6,239
fair value of Planned assets at the end of the year	4,435	7,584
Funded Status	(120)	(1,345)
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance sheet	(120)	(1,345)
IV. Net cost for the Period ended 31st March		
Current Service Cost	319	488
Interest Cost on benefit obligation	499	630
Expected return on Plan Assets	347	834
Actuarial (gain)/ loss on obligations	782	(374)
Net Cost	1,253	(90)

V. Assumption used in accounting for the gratuity plan

Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal Rates	1.00% P.A.	1.00% P.A.
Discount Rate (%)	8	8
Salary escalation rate (%)	5	5
Rate of Return on Plan Assets (%)	7.83	9.11

Vi. Experience Adjustment

Particulars	2015-2016	2014-2015	2013	2012	2011
Experience adjustment on account of plan liabilities [Gain / (Loss)]	(782)	135	1,038	142	1,484
Experience adjustment on account of plan assets [Gain / (Loss)]	285	37	419	325	85

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32 The operations of the Company are limited to one segment, namely, "Manufacturing of Machineries and Components".

33 RELATED PARTY DISCLOSURE

Disclosure as required by Accounting Standard - 18 are given below:-

Name of Related Parties	Nature of Relationship
Integra Holding AG, Switzerland	Holding Company
Integra Bioscience AG, Switzerland	Fellow Subsidiary
Aquametro AG, Switzerland	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Yogesh Shah	Key Management Personnel (upto 12th August ,2015)
Milind Shingate	Key Management Personnel (from 3rd August, 2015 to 29th February,2016)

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate	Key Management Personnel	Total
Material Purchase	5,440	6,733	Nil	12,173
	(806)	(3,459)	(Nil)	(4,265)
a. Aquametro AG, Switzerland	5,440	Nil	Nil	5,440
	(806)	(Nil)	(Nil)	(806)
b. Integra Systems Pvt Ltd	Nil	6,733	Nil	6,733
	(Nil)	(3,459)	(Nil)	(3,459)
Sales	Nil	12,910	Nil	12,910
	(Nil)	(18,110)	(Nil)	(18,110)
a. Integra Systems Pvt Ltd	Nil	12,910	Nil	12,910
	(Nil)	(18,110)	(Nil)	(18,110)
Management Contract	5,141	Nil	Nil	5,141
	(3,506)	(Nil)	(Nil)	(3,506)
a. Aquametro AG, Switzerland	5,141	Nil	Nil	5,141
	(3,506)	(Nil)	(Nil)	(3,506)
Remuneration	Nil	Nil	5,922	5,922
	(Nil)	(Nil)	(1,485)	(1,485)
a. Mr. Yogesh Shah	Nil	Nil	2,552	2,552
	(Nil)	(Nil)	(1,485)	(1,485)
b. Mr. Milind Shingate	Nil	Nil	3,371	3,371
	(Nil)	(Nil)	(Nil)	(Nil)
Rent Income	Nil	590	Nil	590
	(Nil)	(749)	(Nil)	(749)
a. Integra Systems Pvt Ltd	Nil	590	Nil	590
	(Nil)	(749)	(Nil)	(749)
Balance as on 31st March				
Payables	64	Nil	Nil	64
	(184)	(Nil)	(Nil)	(184)
a. Aquametro AG, Switzerland	64	Nil	Nil	64
	(184)	(Nil)	(Nil)	(184)
Receivables	331	6,313	Nil	6,644
	(314)	(1,783)	(Nil)	(2,097)
a. Aquametro AG, Switzerland	331	Nil	Nil	331
	(314)	(Nil)	(Nil)	(314)
b. Integra Systems Pvt Ltd	Nil	6,313	Nil	6,313
	(Nil)	(1,783)	(Nil)	(1,783)

Amounts in bracket indicate previous year figures.

34 EARNING PER SHARE (EPS)**(Amount in ₹ '000)**

Particulars	For the year ended 31st March, 2016	For the period ended 31st March, 2015
Basic and Diluted Earning per Share		
Profit / (Loss) attributable to the equity shareholders	13,018	(125)
Weighted Average number of equity shares	34,245,196	34,245,196
Face Value per share (In ₹)	1	1
Basic Earning per share (In ₹)	0.38	(0.00)
Diluted Earning Per Share (In ₹)	0.38	(0.00)

35 The value of realization of assets other than fixed assets and non current investment in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

36 As per the opinion of the management, Deferred tax assets of ₹ 22,831 thousands on Carried Forward Business Loss/Unabsorbed depreciation is recognised and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

37 The balances of trade receivables and trade payables are subject to adjustment if any on reconciliation/settlement.

38 Previous periods figures are for the fifteen months and therefore current years figures are not comparable with those of the previous period. Figures of the Previous period have been regrouped/ reclassified wherever necessary.

For K. C. Mehta & Co.
Chartered Accountants

For and on behalf of Board of Directors

Vishal P. Doshi
Partner
Membership No. 101533

Adrian Oehler
Director
DIN: 00360332

Shalin S. Divatia
Director
DIN: 00749517

Place : Vadodara
Date : May 12, 2016

Bhavin Kariya
CFO
Place: Halol
Date: May 12, 2016

Harneetkaur Anand
Secretary

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS:

NOTE 1: GROUP INFORMATION

INTEGRA Engineering India Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company's shares are listed on Bombay Stock Exchange in India. The consolidated financial statements relate to the Company and its associate. The Company and its associate are engaged in manufacturing of machineries and components.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting:

The consolidated financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India. The applicable mandatory Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014 have been followed in preparation of these financial statements.

2. Principles of Consolidation:

- a. Investment in associates where the Company directly or indirectly through subsidiaries holds more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 - "Accounting for Investments in Associates in Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
- b. The Company accounts for its share of post-acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.
- c. The financial statements of the associate used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March 2016, and have been consolidated based on unaudited financial statements as certified by the management.

3. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from estimates. Differences between the actual results and the estimates are

recognised in the period in which the same are known/materialised.

4. Revenue Recognition:

(i) Sales:

Revenue from sale of goods is recognized when the significant risks and rewards in respect of ownership of products are transferred to the buyer under the terms of contract. Sales are inclusive of excise duty but are net of sales returns, sales tax and rate difference adjustments if any.

The company accounts for income on the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion and cost of completion of each contract/activity. Such estimates made by the company and have been relied upon by auditors, as these are of a technical nature.

(ii) Interest Income:

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

(iii) Other Income:

Other income is recognized on accrual basis except when realisation of such income is uncertain.

5. Investments:

Investments are either classified as current or long term based on the management contention at the time of purchase. Long term investments are shown at cost. However, when there is decline, other than temporary in the value of long term investment, the carrying amount is reduced to recognise the decline. Current investments are stated at lower of cost or market value.

6. Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

7. Fixed Assets:

Fixed Assets are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct cost are capitalized until the asset are ready for use and include financial cost relating to any borrowing attributable to acquisition.

8. Depreciation

a. Depreciation on tangible assets has been provided on straight line method over the useful lives of the assets prescribed under Part C of Schedule II of the Companies Act,

2013. Depreciation on additions/deletion during the year is provided on pro rata basis.

b. In case of associate, depreciation on tangible fixed assets is provided on written down value basis over the useful lives of the assets prescribed under Part C of Schedule II of the Companies Act, 2013.

9. Intangible Assets and amortisation

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over the estimated period of benefit, not exceeding ten years.

10. Impairment of Assets:

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

11. Leases

Assets leased out where a significant portion of the risks and rewards of ownership are retained by the company are classified as operating leases. Lease rentals are recognised in the Statement of Profit and Loss.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss.

12. Inventories:

The inventories are valued at cost or net realizable value whichever is lower. The basis of determining the value of each class of inventory is as follows:

Inventories	Cost Formula
Raw material	Weighted average cost
Work in Progress	Raw material cost plus conversion cost, wherever applicable
Stock in trade	At landed cost
Stores and Spare Parts	Weighted average cost

13. Foreign Currency Transactions :

Foreign currency transactions during the year are recorded at the rate of exchange prevailing on the date of the transactions. At the year end, all the monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences resulting from the settlement of such transactions and from the translation of such monetary assets and liabilities are recognised in the Statement of Profit and Loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts, is amortized as income or expense over the life the contract as well as exchange differences on such contract i.e. difference between the exchange rate at the reporting/settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

14. Employee Benefits:

(a) Post Employment Benefits:

i) Defined Contribution plan

The company's contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

ii) Defined Benefit plan

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the plan assets.

(b) Short-term employee benefits

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services. These benefits include salary, wages, bonus, performance incentives etc.

(c) Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which

the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

15. Taxes on Income :

The provision for taxation is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax assets and liabilities are recognized on timing differences, being the differences between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods using tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets, other than on unabsorbed depreciation and carried forward losses, are recognised only if there is reasonable certainty that they will be realised in the future. Deferred tax assets in respect of

unabsorbed depreciation and carry forward losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses. Deferred Tax assets are reviewed at each balance sheet date for their realisability.

16. Provisions, Contingent Liabilities and Contingent Assets:

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed.

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries

Amount in ₹ ('000)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Not Applicable
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

Notes:

- Names of subsidiaries which are yet to commence operations - N.A.
- Names of subsidiaries which have been liquidated or sold during the year. - N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures Amount in ₹ ('000)

Name of Joint Venture / Associate	Latest audited balance sheet date	Shares of associate / joint venture held by the company on the year end			Description of how there is significant influence	Reason why associate / joint venture is not consolidated	Net worth attributable to shareholding as per latest audited balance sheet	Profit / loss for the year	
		Nos.	Amount of investment in associate / joint venture	Extend of holding %				Considered in consolidation	Not Considered in consolidation
Associate:									
Integra System Pvt Ltd	31/03/2015	100	1,000	50%	Shareholding more than 20%	Not applicable	(21,759)	NIL*	NIL

*The Company has an investment in Associates of Rs. 1000 thousands in Integra Systems Private Limited. The Integra Systems Private Limited has accumulated losses of Rs. 20,875 thousands. The Company's share of losses of the associate exceeds the carrying value of the investment and hence, the Company has not recognised its share of losses in associate and the investment is reported at Nil value.

- Names of associates or joint ventures which are yet to commence operations - Nil
- Names of associates or joint ventures which have been liquidated or sold during the year - Nil

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place: Vadodara
Date: 12/05/2016

For and on behalf of Board of Directors

Adrian Oehler
Director
DIN: 00360332

Place: Halol
Date: 12/05/2016

Shalin S. Divatia
Director
DIN: 00749517

Harneetkaur Anand
Secretary

Bhavini Kariya
CFO

**Form No. MGT-11
PROXY FORM**

INTEGRA ENGINEERING INDIA LIMITED
REGD. OFFICE : POST BOX NO. 55, CHANDRAPURA VILLAGE,
TALUKA : HALOL, DIST. : PANCHMAHALS GJ 389350
TEL. : +91-2676-221870 FAX : +91-2676-220887
EMAIL: secretarial@integraengineering.in
WEBSITE: www.integraengineering.in
CIN: L29199GJ1981PLC028741

[Pursuant to Section 105 (6) of the Companies Act, 2013, and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) _____

Registered address _____

Email ID _____

Folio No. _____ DP Id _____ Client Id _____

I/We, being the Member(s) holding _____ shares of **INTEGRA Engineering India Limited**,
hereby appoint:

1. Name _____
Address _____
Email ID _____
Signature _____, or failing him/ her

2. Name _____
Address _____
Email ID _____
Signature _____, or failing him/ her

3. Name _____
Address _____
Email ID _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company to be held on 19th July, 2016 at 3.00 p.m. at Registered Office of the Company situated at Post Box No. 55, Chandrapura Village, Taluka: Halol – 389 350, District: Panchmahals, Gujarat and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.**Ordinary Business :**

Sr. No.	Resolutions	Options*	
		For	Against
1.	Adoption of Accounts.		
2.	To appoint a Director in place of Mr. Adrian Oehler having [DIN: 00360332], who retires by rotation and is eligible for re-appointment.		
3.	Appointment of Auditors		

Special Business :

Sr. No.	Resolutions	Options*	
		For	Against
4.	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.		
5.	Appointment of Mr. Satish Parekh as a Director (DIN: 01761679)		
6.	Borrowing powers under Section 180(1)(c) of the Companies Act, 2013.		

Signed this _____ day of _____ 2016

Signature of Shareholder : _____ Signature of Proxy holder(s) : _____

Affix Revenue Stamp Re. 1/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, explanatory statement and notes, please refer to the notice of 34th Annual General Meeting.
- *It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

Form No. MGT-12

Polling Paper

INTEGRA ENGINEERING INDIA LIMITED

REGD. OFFICE : POST BOX NO. 55, CHANDRAPURA VILLAGE,

TALUKA : HALOL, DIST. : PANCHMAHALS GJ 389350

TEL. : +91-2676-221870 FAX : +91-2676-220887

EMAIL: secretarial@integraengineering.in WEBSITE: www.integraengineering.in

CIN: L29199GJ1981PLC028741

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No.	Particulars	Details
1.	Name of the first named Shareholder (in block letters)	
2.	Postal address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution No.**Ordinary Business :**

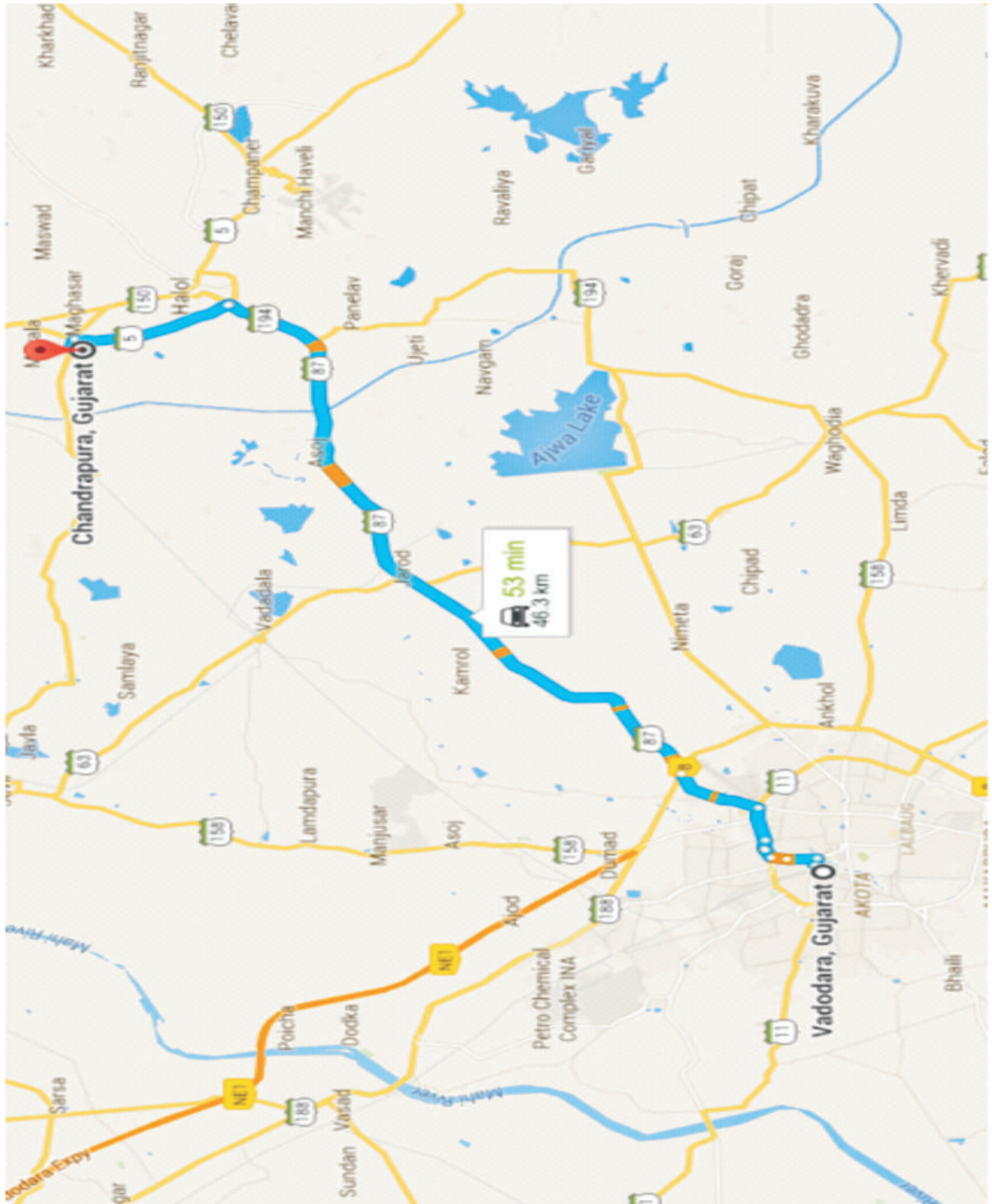
Sr. No.	Resolutions	No. of Shares held by me	Options	
			Assent	Dissent
1.	Adoption of Accounts.			
2.	To appoint a Director in place of Mr. Adrian Oehler having [DIN: 00360332], who retires by rotation and is eligible for re-appointment.			
3.	Appointment of Auditors			

Special Business :

Sr. No.	Resolutions	No. of Shares held by me	Options	
			Assent	Dissent
4.	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.			
5.	Appointment of Mr. Satish Parekh as a Director(DIN: 01761679)			
6.	Borrowing powers under Section 180(1)(c) of the Companies Act, 2013.			

Note:

- For the resolutions, explanatory statement and notes, please refer to the notice of 34th Annual General Meeting.
- Please complete all details in above box before submission.



INTEGRA Engineering India Limited

Registered Office : Post Box No. 55 Chandrapura Village, Taluka Halol - 389350, Dist. Panchmahals, Gujarat, India

Tel. No. +91 - 02676 - 221870, 09099918471, Fax: +91 - 2676 - 220887

Website : www.integraengineering.in

CIN: L29199GJ1981PLC028741