



# **INTEGRA Engineering India Ltd**

## **35<sup>TH</sup> Annual Report F.Y. : 2016-17**

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



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### *Corporate Information*

#### **BOARD OF DIRECTORS**

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
Mr. Satish Parekh	-	Non-executive Director

(Effective from 30.05.2016 upto 11.05.2017)

#### **KEY MANAGERIAL PERSONNEL**

Mr. Utkarsh Pundlik Chief Executive Officer (Effective from: 01.09.2016)	Ms. Harneetkaur Anand Company Secretary	Mr. Bhavin Kariya Chief Financial Officer
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#### **STATUTORY AUDITORS**

M/s. K. C. Mehta & Co.  
Chartered Accountants  
2<sup>nd</sup> 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  
Email : vadodara@linkintime.co.in ● Website: www.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 FIFTH ANNUAL GENERAL MEETING of the Members of **INTEGRA ENGINEERING INDIA LIMITED** CIN:L29199GJ1981PLC028741 will be held at Registered Office situated at Chandrapura Village, Taluka: Halol - 389 350, District: Panchmahals, Gujarat on Wednesday, 19<sup>th</sup> July, 2017 at 04:00 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, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Corinne Raez having [DIN: 03531399], who retires by rotation and is eligible for re-appointment.

**3. Appointment of Statutory Auditors :**

To consider and, if thought fit, 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), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara having ICAI Firm Registration No. 106237W, who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company hold office from the conclusion of this Annual General Meeting to the conclusion of the 38<sup>th</sup> Annual General Meeting for the financial year ending as on March, 31<sup>st</sup> 2021 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

**SPECIAL BUSINESS:**

**Ordinary Resolution**

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

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

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

"**RESOLVED FURTHER THAT** any of the director or Mr. Utkarsh

Pundlik, CEO 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."

By order of the Board of Directors,

**For INTEGRA Engineering India Limited**

**Sd/-**

**Harneetkaur Anand**

Company Secretary

(M. No. A33014)

**Registered Office:**

Post Box No. 55, Chandrapura Village,

Tal. Halol-389 350, Dist. Panchmahals, Gujarat

Place: Halol

Date: May 11, 2017

### NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE AT 35<sup>TH</sup> ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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](mailto: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](http://www.integraengineering.in) and can be downloaded, if required, by the member.

Members are requested to advice, quoting their Folio Number(s), the change of address, if any, immediately to the Company at its Registered Office: Secretarial Department, INTEGRA Engineering India Limited., Chandrapura Village, Taluka: Halol – 389350, District: Panchmahals, Gujarat or to its Registrar and Share Transfer Agent Viz Link Intime India Private Limited (“Link Intime”), B-102 & 103, First Floor, Shangrila Complex, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020, (T) : 0265-2356573, E-mail : [vadodara@linkintime.co.in](mailto: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 13<sup>th</sup> July, 2017 to 19<sup>th</sup> July, 2017, both days inclusive, for both, physical and demat transfer request.

Pursuant to provisions of Section 205A read with Section 205C of the Companies Act, 1956 the amount of un-claimed dividend of INTEGRA India Group Company Limited up to the year 2008-09 were transferred to the Investor Education and Protection Fund in time.

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](mailto: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 e-voting 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. 12<sup>th</sup> July, 2017, may cast their vote electronically. The e-voting period will commence from 16<sup>th</sup> July, 2017 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on 18<sup>th</sup> July, 2017. The e-voting module will be disabled on 18<sup>th</sup> July, 2017 at 5:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being July 12, 2017.

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

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**

**Details of Director seeking appointment and re-appointment at the Thirty Fifth Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	<b>Ms. Corinne Raez</b>
Date of Birth	07/09/1985
Nationality	Swiss
Date of Appointment	12/08/2015
Qualifications	Master Degree in Business Administration with Finance from Switzerland
Expertise in specific functional area	Finance and Business development
Number of shares held in the Company	NIL
List of the directorships held in other Companies	Integra Systems Private Limited Integra Personalvorsorgestiftung Inveron AG
Chairman/Member in the Committees of the Boards of other Companies in which she is Director	N.A.
Relationships between Directors inter-se	Professional
Justification for appointment	Skills in various fields like general management finance, and business development. Thorough knowledge of the company and the Indian market.

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

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on July 16, 2017 at 09:00 a.m. and ends on July 18, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 12, 2017, 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](http://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](http://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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the Login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use mobile app-"m-voting" for e-voting. m-voting app is available on IOS, Android & windows based mobile. Shareholders may log in to m-voting using their e-voting Credentials to vote for the Company resolutions.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Sd/-

**Harneetkaur Anand**

Company Secretary

(M. No. A33014)

**Registered Office:**

Post Box No. 55, Chandrapura Village,

Taluka: Halol-389 350

District: Panchmahals, Gujarat

Place: Halol

Date: May 11, 2017

**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) Regulations, 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. ₹ 353,356,000 to be approved by the members of the Company by way of ordinary resolution.

There are in all four related parties with whom transactions are being conducted, they are Shaily Engineering Plastics Limited, Aquametro AG, Switzerland, Peass Industries Private Limited, Integra Systems Private Limited.

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



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

Sr. No.	Nature of transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of relationship	Name of the Related Party	Amount in ₹ '000
1	Purchase of Plastic Components for Relays	Mr. Mahendra Sanghvi (Managing Director of Shaily Engineering Plastics Limited)	Shaily Engineering Plastics Limited	20,000
2	<ul style="list-style-type: none"> <li>● Purchase of Fuel Meter</li> <li>● Providing Business development Support Company</li> </ul>	Mr. Adrian Oehler (Aquametro AG is subsidiary of Holding)	Aquametro AG, Switzerland	17,500
3	<ul style="list-style-type: none"> <li>● Purchase of Relay Components</li> <li>● Sales of Fuse Monitoring System and Relay Components</li> <li>● Rent</li> </ul>	Mr. Adrian Oehler and Ms. Corinne Raez (Directors of Integra Systems Private Limited)	Integra Systems Private Limited, Halol	1,000
4	Sales of Sheet metal Fabrication items with Powder coating	Mr. Bhargav Patel (Director of Peass Industrial Engineers Private Limited)	Peass Industrial Engineers Private Limited	50,000

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

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

**Registered Office:**  
Post Box No. 55, Chandrapura Village,  
Tal. Halol-389 350, Dist.Panchmahals, Gujarat  
Place: Halol  
Date: May 11, 2017

**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

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 Fifth Board's Report together with the Audited Financial Statements for the year ended on March 31, 2017

**1. Financial summary or highlights of performance of the Company:**

(Amount in ₹ 000)

Particulars	Current year 2016-2017	Previous year 2015 - 2016
Total Sales & Other Income	354,989	287,534
Profit before Finance Cost, Depreciation, Extraordinary items & Taxes	37,714	28,197
Less: Finance Cost	280	1,283
Less: Depreciation & Amortization	8,135	7,603
Profit / (Loss) before Prior Period items and Tax	29,299	19,311
Add: Exceptional and Extra Ordinary Items	NIL	NIL
Profit / (Loss) Before Tax	29,299	19,311
Tax Expenses	8,416	6,293
Profit / (Loss) After Tax	20,883	13,018
Balance brought forward from previous year	35,416	22,398
Profit available for appropriation	56,299	35,416
Appropriation : issue of bonus shares	NIL	NIL
Balance carried to Balance Sheet	56,299	35,416
Paid up capital	158,245	158,245
Reserves and Surplus	114,156	93,273

During the year, your Company has been accredited with ISO 9001:2015 certification.

All significant accounting policies and material transactions have been disclosed in notes on accounts to the Balance Sheet as on 31st of March, 2017.

**2. 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.

**3. Reserves:**

The Company proposes to carry ₹ 20,883,000 to the Reserves from net profits of ₹ 20,883,000. All the Requirements as laid down in Companies Act, 2013 and Rules made thereunder are complied with.

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

Total Revenue from Operation (net of excise duty) during the financial year 2016-17 is ₹ 353,356,000 (Previous Year ₹ 290,855,000) showing an increase of 21.5% over the previous year.

During the coming year more focus will be put on increasing operational efficiency and increasing turnover.

**5. Change in the nature of business:**

There was no change in the nature of business during the financial year 2016-17.

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

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

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

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

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Company has appointed an internal auditor for adequacy of internal financial controls and your Board has taken adequate care for financial control.

**9. Performance and financial position of each of the subsidiaries, associates and joint venture Companies:**

There is one associate and one holding company of "Integra Engineering India Limited". However, as per Section 129 of the Companies Act, 2013 there is one explanation wherein expression of subsidiary companies includes associate companies. Therefore as per section 2(87) of the Companies Act, 2013, M/s. "Integra Systems Private Limited" is not considered as Subsidiary Company because it is a associate Company of "Integra Engineering India Limited" but as per Section 129, Company is required to provide consolidated statements alongwith Form AOC-1, which is attached after the conclusion of financial statements.

**10. Deposits:**

Your Company has not accepted any deposit during the year and there was no deposit at the beginning of the year. Therefore, details relating to deposits, covered under Chapter V of the Act is not applicable

**11. Share Capital:**

During the year under review, the Company has not issued any securities nor has granted any stock option or sweat equity.

**12. Extract of Annual Return:**

The extract of the annual return in Form No. MGT - 9 forming part of the Board's report is attached herewith as **Annexure-A**.

**13. Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are attached herewith **Annexure-B**.

**14. Corporate Social Responsibility (CSR):**

Since the Company's net worth does not exceed ₹ 500 crores or Company's turnover, does not exceed ₹ 1000 crores and 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.

**15. Directors:**
**A) Changes in Directors and Key Managerial Personnel**

Changes in Directors and Key Managerial Personnel during the financial year 2016-17 are as follows:

Sr. No.	Name of Director/Key Managerial Personnel	Designation	Category	Date of Appointment	Date of Cessation
1	Satish Parekh [DIN: 01761679]	Non Executive Director	Non Promoter Group	30.05.2016	11.05.2017
2	Utkarsh Pundlik	Chief Executive Officer	N.A.	01.09.2016	N.A.

**B) Declaration by an Independent Director(s):**

A declaration by Mr. Shalin Divatia, Mr. Rahul Divan, Mr. Bhargav Patel and Mr. Mahendra Sanghvi Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 have been given.

The Board of Directors declares that the Independent Directors Mr. Shalin Divatia, Mr. Rahul Divan, Mr. Bhargav Patel and Mr. Mahendra Sanghvi in the opinion of the Board are:

- persons of integrity and they possess relevant expertise and experience;
- not a promoter of the Company or its holding, subsidiary or associate company;
- not related to promoters or directors of the company, or its holding, subsidiary or associate company;
- have/had no pecuniary relationship with the company, its holding or subsidiary or associate company or promoters or directors of the said companies during the two immediately preceding financial years or during the current financial year;
- none of their relatives have or had pecuniary relationship or transactions with the company, its holding, subsidiary or associate company or promoters or directors of the said companies amounting to two percent or more of its gross turnover or total income or fifty lakh rupees whichever is lower during the two immediately preceding financial years or during the current financial year;
- neither they nor any of their relatives -
  - hold or have held the position of a key managerial personnel or are or have been employees of the Company or its holding, subsidiary, associate company in any of the three financial years immediately preceding the current financial year.
  - are or had been employee or proprietor or a partner in any of the three financial years immediately preceding the current financial year of
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company

or

    - any legal or consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of gross turnover of the said firm;
  - hold together with their relatives two percent or more of the total voting power of the company or
  - is a Chief Executive or director of any non-profit organization that receives twenty-five percent or more of its receipts from the company, any of the promoters or directors of the company or its holding, subsidiary or associate company or that holds two percent or more of the total voting powers of the company;

- g) possess qualifications prescribed in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

**C) Formal Annual Evaluation.**

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and individual Directors which includes criteria for performance evaluation of executive directors and non-executive directors. The Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committee. The Board of Directors has expressed their satisfaction with the evaluation process.

**16. Meetings:**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During this year, four Board and five Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the erstwhile Listing Agreement.

Statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors has been given in the Report of Corporate Governance.

**17. Details of establishment of whistle blower policy for directors and employees**

The Company has framed a whistle blower policy in terms of Companies Act, 2013 and the same may be accessed on the Company's website. Every employee of the Company can directly report to the Chairman of the Audit Committee when she / he become aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanor or act not in the company's interest.

**18. Particulars of loans given, guarantees given, investments made and securities provided**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note 12 to the Financial Statements.

**19. Particulars of contracts or arrangements with related parties**

Particulars of contracts or arrangements with related parties are given in Form AOC-2 enclosed as **(Annexure-C)**.

**20. Managerial Remuneration**

Disclosures pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed herewith **(Annexure-D)**.

**21. Auditors:**

- **Statutory Auditors**

M/s. K. C. Mehta & Co., Chartered Accountants, bearing FRN: 106237W, the Statutory Auditors of the Company hold office until the conclusion of the ensuing 35th Annual General Meeting and are recommended for re-appointment until the conclusion of the 38th Annual General Meeting of the Company, subject to ratification of members. Based upon the declaration on their eligibility, consent and terms of engagement, your Directors propose their re-appointment in the 35th Annual General Meeting of the Company.

- **Internal Auditors**

M/s. Shah and Shah Associates, Chartered Accountants, Vadodara have been appointed as Internal Auditors of the Company in terms of Section 138 of the Companies Act, 2013 and rules & recognition, made thereunder, for the Financial Year 2017-18 by the Board of Directors, upon recommendation of the Audit Committee.

- **Secretarial Auditors**

M/s. Devesh Vimal & Co., Company Secretaries in practice, based in Vadodara, Gujarat, were appointed as Secretarial Auditors, to carry out Secretarial Audit of the Company, In terms of provisions of Section 204 of the Companies Act, 2013, a Secretarial Audit Report has been annexed to this Report with **(Annexure - E)**

**Explanation or Comments on disqualifications, reservations, adverse remarks or disclaimers in the Auditor's Reports;**

There have been no disqualifications, reservations, adverse remarks or disclaimers in the Statutory Auditor's reports, requiring explanation or comments by the Board.

There have been no disqualifications, reservations, adverse remarks or disclaimers in the Secretarial Auditor's reports, requiring explanation or comments by the Board.

**22. Corporate Governance Report**

The Company has been following the principles and practices of good Corporate Governance and has ensured compliance of the requirements stipulated under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A detailed report on Corporate Governance as required under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is appended alongwith the Corporate Governance Report, issued by M/s. Devesh Vimal & Co., Company Secretaries, Vadodara, Gujarat, the Secretarial Auditors, confirming the compliance of conditions on Corporate Governance forms part of the Board Report with **(Annexure-F)**.

**23. Management Discussion and Analysis Report**

A report on Management Discussion and Analysis, as required in terms of Regulation 34(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Report and it deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management,

Marketing Strategy, Safety & Environment, Human Resource Development, etc. in (Annexure - G).

#### 24. Risk management

The Management has put in place adequate and effective system and man power for the purposes of risk management. In the opinion of the Board, there are no risks which would threaten the existence of the Company.

#### 25. Directors' Responsibility Statement

Your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had 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;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis; and
- that the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 26. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rule thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

No Complaint has been received by the Committee during the year.

#### 27. Directors Training & Familiarization

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues facing the Engineering Industry. Considering the long association of the Directors with the Company and their seniority and expertise in their respective areas of specialisation and knowledge of the engineering industry, their training and familiarization were conducted in the below mentioned areas:

- The Roles, Rights, Responsibilities and Duties of

Independent Directors

- Business Development Strategy and Plans
- Changes brought in by the introduction of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- New SEBI Regime - Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### 28. Audit Committee

The Audit Committee of the Board consists of Four Independent and One Non-Executive Director.

The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and Section 177 of the Companies Act, 2013 and rules / regulations made thereunder.

Audit Committee Composition during F.Y. 2016-17

Name of the Director	Category	Status
Mr. Shalin Divatia	Independent Director	Chairman
Mr. Rahul Divan	Independent Director	Member
Ms. Corinne Raez	Non-Executive Director	Member
Mr. Bhargav Patel	Independent Director	Member
Mr. Mahendra Sanghvi	Independent Director	Member

The details of all related party transactions are placed periodically before the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board. The Company has in place a Vigil Mechanism; details of which are available on the Company's website.

#### 29. Nomination and Remuneration Policy

Your Board has adopted has adopted a Nomination and Remuneration Policy as required by Section 178 of the Companies Act, 2013, The Policy provides for the appointment and removal of Directors, Key Managerial Personnel and Senior Management employees and their remuneration. The terms of reference of the Nomination and Remuneration Committee are given in the Report on Corporate Governance under the section "Nomination and Remuneration Committee".

On March 31<sup>st</sup>, 2017, the Board consists of seven members, three of whom are Non-Executive, and four are Independent Directors.

#### 30. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, Your Company has in place a "Nomination and Remuneration Committee".

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, and rules and regulations, made thereunder, besides other terms as may be referred by the Board of Directors. The terms of reference of the Nomination and Remuneration Committee, number and dates

of meeting held, attendance of the Directors and remuneration paid to them are given separately in the attached Corporate Governance Report under the section "Committees of the Board".

### 31. Orders passed by the Regulators or Courts or the Tribunals

There are no significant and material orders passed by the Regulators or Courts or Tribunals that may impact the going concern status of the Company's operation.

### 32. 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**

Sd/-  
**Adrian Oehler**  
**Chairman & Non-Executive Director**  
**DIN: 00360332**

Place : Halol  
Date: May 11, 2017

## Annexures to the Board's Report

### Annexure A

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2017 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### FORM NO. MGT-9

#### I. REGISTRATION AND OTHER DETAILS

i	CIN:-	L29199GJ1981PLC028741
ii	Registration Date:	03/06/1981
iii	Name of the Company:	Integra Engineering India Limited
iv	Category / Sub-Category of the Company	Public Company, Limited by shares
v	Registered office Address :	Post Box No.55, Chandrapura Village Taluka, Halol, Panchmahals - 389350.
	Contact Details	Email: secretarial@integraengineering.in (T): +91 02676 221870
vi	Whether listed company	Yes
vii	Details of Registrar and Transfer Agent	Formerly known as Intime Link Intime India Pvt. Ltd 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

Business activities contributing 10% or more of the total combine of the Company			
Sr. No	Name and Description of main products / services	*Industrial Group	% to total turnover of the Company.
1	Relays and Assessories	35204	51%
*As per National Industrial Classification - Ministry of Statistics and 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 Hammerweg 1 CH-8304, wallisellen	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 - 2016				Shareholding at the end of the year - 2017				% 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 Institution / 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	0.0000	0.0000
(C)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	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	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000		0	0	0.0000	0.0000
(I)	Any Other (Specify)									
	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	0	0	0	0.0000		0	0	0.0000	0.0000
	Sub Total (B)(2)	0	0	0	0.0000		0	0	0.0000	0.0000
[3]	Non-Institutions	0	0	0	0.0000		0	0	0.0000	0.0000
(a)	Individual									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	8099120	3219064	11318184	33.0504	8129888	3117766	11247654	32.8445	-0.2059
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2059364	0	2059364	6.0136	1986732	0	1986732	5.8015	-0.2121
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding Drs) (balancing figure)	0	0	0	0.0000		0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Trust	41400	0	41400	0.1209	41400	0	41400	0.1209	0.0000



	Hindu Undivided Family	578554	0	578554	1.6894	586951		586951	1.714	0.0246
	Non Resident Indians (Non Repat)	24886	0	24886	0.0727	26671		26671	0.0779	0.0052
	Other Directors	0	1350	1350	0.0039	0	1350	1350	0.0039	'0
	Non Resident Indians (Repat)	19352	37956	57308	0.1673	46208	37606	83814	0.2447	0.0774
	Office Bearers	0	1250	1250	0.0037	0		800	0.0023	-0.0014
	Clearing Member	103985	0	103985	0.3036	459673		459673	1.3423	1.0387
	Bodies Corporate	1054985	176389	1231374	3.5958	807321	175289	982610	2.8693	-0.7265
	Sub Total (B)(3)	11981646	3436009	15417655	45.0214	12084844	3332811	15417655	45.0214	0
	Total Public Shareholding(B)= (B)(1)+(B)(2)+(B)(3)	11981646	3540209	15521855	45.3256	12084844	3437011	15521855	45.3256	0
	Total (A)+(B)	30704987	3540209	34245196	100	30808185	3437011	34245196	100	0
(c)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	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	0.000	0.0000
	Total (A)+(B)+(c)	30704987	3540209	34245196	100	30808185	3437011	34245196	100	

## (ii) Shareholding of promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year – 2016			Shareholding at the end of the year – 2017			% Change in Shareholding during the year
		No. of Shares Held	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares Held	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	INTEGRA Holding AG	18723341	54.6744	0	18723341	54.6744	0	0
	Total	18723341	54.6744	0	18723341	54.6744	0	0

## (ii) Change in Promoters Shareholding.

There is no change in holding of the promoters during the year.

## (iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDR's &amp; ADR's)

Sr. No.	Name & type of transaction	Shareholding at the Beginning of the Year – 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	605700	1.7687			605700	1.7687
	Purchase			25 Nov 2016	467	606167	1.7701
	Purchase			03 Feb 2017	2000	608167	1.7759
	At the end of the year					608167	1.7759
2	NNM Securities Pvt Ltd	272887	0.7969			272887	0.7969
	Sale			24 Jun 2016	(1500)	271387	0.7925
	Sale			30 Jun 2016	(500)	270887	0.7910
	Sale			15 Jul 2016	(2500)	268387	0.7837
	Sale			03 Feb 2017	(700)	267687	0.7817
	At the end of the year					267687	0.7817
3	Shailesh Manoharlal Shah	230000	0.6716			230000	0.6716
	At the end of the year					230000	0.6716
4	Brijesh Dalpatrai Shah	315000	0.9198			315000	0.9198
	Purchase			15 Apr 2016	25360	340360	0.9939
	Purchase			22 Apr 2016	44831	385191	1.1248
	Purchase			29 Apr 2016	19809	405000	1.1826
	Purchase			06 May 2016	25000	430000	1.2557
	Purchase			13 May 2016	35000	465000	1.3579
	Purchase			20 May 2016	15897	480897	1.4043
	Sale			27 May 2016	(897)	480000	1.4017
	Sale			03 Jun 2016	(5000)	475000	1.3871
	Purchase			24 Jun 2016	40000	515000	1.5039
	Purchase			30 Jun 2016	5000	520000	1.5185
	Purchase			15 Jul 2016	20000	540000	1.5769
	Sale			22 Jul 2016	(5001)	534999	1.5623

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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
	Purchase			29 Jul 2016	1	535000	1.5623
	Sale			05 Aug 2016	(30000)	505000	1.4747
	Sale			12 Aug 2016	(1245)	503755	1.4710
	Purchase			19 Aug 2016	258	504013	1.4718
	Sale			26 Aug 2016	(8989)	495024	1.4455
	Sale			02 Sep 2016	(9094)	485930	1.4190
	Purchase			09 Sep 2016	70	486000	1.4192
	Purchase			16 Sep 2016	29000	515000	1.5039
	Sale			23 Sep 2016	(20871)	494129	1.4429
	Sale			30 Sep 2016	(134)	493995	1.4425
	Sale			07 Oct 2016	(24002)	469993	1.3724
	Sale			14 Oct 2016	(8284)	461709	1.3482
	Sale			21 Oct 2016	(11709)	450000	1.3141
	Sale			04 Nov 2016	(15000)	435000	1.2703
	Sale			11 Nov 2016	(20000)	415000	1.2118
	Sale			18 Nov 2016	(10993)	404007	1.1797
	Sale			25 Nov 2016	(25149)	378858	1.1063
	Sale			02 Dec 2016	(15310)	363548	1.0616
	Sale			09 Dec 2016	(18550)	344998	1.0074
	Sale			16 Dec 2016	(6653)	338345	0.9880
	Sale			23 Dec 2016	(2002)	336343	0.9822
	Sale			30 Dec 2016	(21548)	314795	0.9192
	Sale			06 Jan 2017	(19795)	295000	0.8614
	Sale			13 Jan 2017	(30000)	265000	0.7738
	Sale			20 Jan 2017	(35000)	230000	0.6716
	Purchase			27 Jan 2017	10000	240000	0.7008
	Purchase			03 Feb 2017	5000	245000	0.7154
	Sale			10 Feb 2017	(600)	244400	0.7137
	Sale			17 Feb 2017	(9400)	235000	0.6862
	Sale			24 Feb 2017	(10000)	225000	0.6570
	Sale			03 Mar 2017	(10000)	215000	0.6278
	Sale			17 Mar 2017	(15000)	200000	0.5840
	Purchase			24 Mar 2017	15604	215604	0.6296
	Sale			31 Mar 2017	(604)	215000	0.6278
	At the end of the year					215000	0.6278
5	Naren Dinkar Pandya	158461	0.4627			158461	0.4627
	At the end of the year					158461	0.4627
6	B N Nagamani	128668	0.3757			128668	0.3757
	At the end of the year					128668	0.3757

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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
7	Pratiksha B Shah	105000	0.3066			105000	0.3066
	Purchase			20 Jan 2017	20000	125000	0.3650
	At the end of the year					125000	0.3650
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	Hemal Bharat Khandwala	55000	0.1606			55000	0.1606
	Purchase			30 Sep 2016	7500	62500	0.1825
	Purchase			07 Oct 2016	4290	66790	0.1950
	Purchase			11 Nov 2016	33210	100000	0.2920
	Purchase			03 Mar 2017	4564	104564	0.3053
	At the end of the year					104564	0.3053
11	Hafeez Sorab Contractor	201163	0.5874			201163	0.5874
	Sale			15 Jul 2016	(57087)	144076	0.4207
	Sale			22 Jul 2016	(42076)	102000	0.2979
	Sale			29 Jul 2016	(22000)	80000	0.2336
	Sale			16 Sep 2016	(80000)	0	0
	At the end of the year					0	0

- Note:**
1. Paid up share capital of the Company (Face Value ₹ 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 and Key Managerial Personnel (KMP) :

Sr. No.	Name of the Directors and KMP	Shareholding at the beginning of the year 01/04/2016		Shareholding at the end of the year 31/03/2017	
		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	Satish Parekh	NIL	NIL	NIL	NIL
8	Utkarsh Pundlik	NIL	NIL	50	0.000146
9	Bhavin Kariya	50	0.000146	50	0.000146
10	Harneetkaur Anand	50	0.000146	50	0.000146

## 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
<b>Indebtedness at the beginning of the financial year (i.e.) 01.04.2016</b>				
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
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year (i.e.) 31-03-2017</b>				
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
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Director and/or Manager**

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

**B. Remuneration to other directors**

Particulars of Remuneration (Annual)	Name of the director				Total Amount in ₹
	Shalin Divatia	Rahul Divan	Mahendra Sanghvi	Bhargav Patel	
<b>1. Independent Directors</b>					
Fees for attending board and committee Meetings	2,20,000	1,80,000	2,20,000	1,10,000	7,30,000
Commission	NIL	NIL	NIL	NIL	NIL
Others, Please specify	NIL	NIL	NIL	NIL	NIL
<b>Total (1)</b>	2,20,000	1,80,000	2,20,000	1,10,000	7,30,000
<b>2. Other Non-Executive Directors</b>	<b>Adrian Oehler</b>	<b>Corinne Raez</b>	<b>Satish Parekh</b>		
Fees for attending meeting board and committee meetings	1,80,000	1,70,000	1,30,000		4,80,000
Commission	NIL	NIL	NIL		NIL
Others, Please specify	NIL	NIL	NIL		NIL
<b>Total (2)</b>	1,80,000	1,70,000	1,30,000		4,80,000
<b>Total (B)=(1+2)</b>					12,10,000

**C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Chief Executive Officer	Chief Financial Officer	Company Secretary	Total Amount in ₹
1	Gross Annual Salary				
	(a) Salary as per provisions contained in Section 17 (1) of the Income - tax act, 1961	33,54,600	12,92,532	3,22,860	49,69,992
	(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	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	-as % of profit	Nil	Nil	Nil	Nil
	Others - Please Specify	Nil	Nil	Nil	Nil
	<b>Total</b>	33,54,600	12,92,532	3,22,860	49,69,992

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : None**

**ANNEXURE - B**

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Income and Outgo as per rule 8(3) of the Companies (Accounts) Rules, 2014:

**(A) Conservation of energy:**

(i)	The steps taken or impact on conservation of energy	Nil
(ii)	The steps taken by the Company for utilizing alternate sources of energy	Nil
(iii)	The capital investment on energy conservation equipment	Nil

**(B) Technology absorption:**

(i)	Efforts, in brief, made towards technology absorption application	Company has invested in new manufacturing equipment of latest technology. Further the company has upgraded the employee facilities such as canteen and drinking water to fit state of the art infrastructure. Further the company has invested in the development of its own Fuse Monitoring System, used for Railway application
(ii)	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	More efficient production and cost effectiveness are achieved with latest production technology. Higher quality and customer satisfaction also benefit the Company.
(iii)	In case of imported technology (imported during the last 3 years reckone from the beginning of the financial year) : (a) Details of technology imported. (b) Year of import (c) Whether the technology been fully absorbed (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	The Expenditure incurred on Research and Development	₹ 2,99,000

**(C) Foreign exchange earnings and Outgo :**

Particulars	Amount	
Foreign Exchange earned in terms of actual inflows during the year	₹ 53,74,000	Previous Year: ₹ 59,75,000
Foreign Exchange outgo during the year in terms of actual outflows	₹ 72,15,000	Previous Year: ₹ 91,51,000

**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 Limited	Mr. Mahendra Sanghvi, Director of the Company is a Managing Director of "Shaily Engineering Plastics Limited"	Purchase of Materials	One Year	60 Days Direct Credit	18,297	12/05/16
			Sales of Material	One Year	60 Days Direct Credit	383	
2	Peass Industrial Engineers Private Limited	Mr. Bhargav Patel, Director of the Company is a Director of "Peass Industrial Engineers Private Limited"	Sale of Materials	One Year	30 Days Direct Credit	3,339	12/05/16
3	Aquametro AG Switzerland	Subsidiary of Holding Company	Purchase of Materials	One Year	30 Days Direct Credit	1,416	12/05/16
			Management Contract-Reimbursement of Salary and other expenses			5,374	
4	Integra Systems Private Limited	Associate Company Mr. Adrian Oehler and Ms. Corinne Raez, Directors of the Company are Directors of "Integra Systems Private Limited"	Purchase of Materials	One Year	30 Days Direct Credit	4,762	12/05/16
			Sale of Materials			2,028	
			Rent			510	
5	Parekh Global Services	Proprietary concern of Mr. Satish Parekh	Consultancy services	One Year	Payment of consultancy fees to be remitted after 15 days from the receipt of the invoice.	2,500	30/05/16

For INTEGRA Engineering India Limited  
Sd/-  
Adrian Oehler  
Chairman & Non Executive Director  
DIN : 00360332

For INTEGRA Engineering India Limited  
Sd/-  
Corinne Raez  
Non-Executive Director  
DIN : 03531399



## Annexure- D

## Disclosure in the Board's Report under Rule 5 of Companies (Appointment &amp; Remuneration) Rules, 2014

(i)	Name of Directors and KMPs	The Ratio of the remuneration of each Directors to the median remuneration of the employees of the company for the financial year 2016-17	The Percentage increase in remuneration of each Director, and KMPs, if any in the financial year 2016-17
	Mr. Utkarsh Pundlik [Chief Executive Officer]	Note 1	Note 2
	Mr. Bhavin Kariya [Chief Financial Officer]	Note 1	21.27%
	Ms. Harneetkaur Anand [Company Secretary]	Note 1	Note 2
(ii)	Percentage increase in the median remuneration of employees in the financial year 2016-17 compared to 2015-16		30.46%
(iii)	Number of permanent employees on the rolls of the company as on 31.03.2017		82
(iv)	Average percentage increase in salaries of Employees other than managerial personnel in the last financial year.		22%
(v)	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 in any exceptional circumstances for increase in Managerial Remuneration.		Note 2
(vi)	Key parameter for any variable component of remuneration availed by the Directors		N.A.
(vii)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess to the highest paid director during the year.		N.A.

**Note 1:** There are no executive directors of the Company and thus no remuneration was provided by the Company to the directors. Therefore, comparison between both cannot be made available.

**Note 2:** Appointment of Mr. Utkarsh Pundlik as Chief Executive Officer was made effective from 1<sup>st</sup> of September, 2016 and Ms. Harneetkaur Anand as Company Secretary from 10<sup>th</sup> of February, 2016 and thus data cannot be made available.

Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company as no employee is in receipt of the remuneration exceeding the limits specified in rule 5(2).

It hereby affirms that the remuneration is as per the remuneration policy of the Company.

**Annexure- E**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[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 31<sup>ST</sup>March, 2017 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 31<sup>ST</sup>March, 2017 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 thereunder 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 Exchange 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 into 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) The Company has appointed Mr. Utkarsh Ullhas Pundlik as Chief executive officer of the Company on 1<sup>st</sup> September, 2016 as required u/s 203 of the Companies Act, 2013.

**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 19<sup>th</sup> July, 2016 authorising the Board of Directors to borrow sums of money not exceeding 10 Crore pursuant to Sec 180(1)(C) of Companies Act, 2013.
- (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 :

Date: 11<sup>th</sup> May, 2017  
Place: Vadodara

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

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

**Note:** This report is to be read with our letter of even date which is enclosed as forming integral part of this report.

**Annexure to Secretarial Audit Report**

11<sup>th</sup> May, 2017

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

Ref : Secretarial Audit Report dated 11<sup>th</sup> May, 2017 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 records 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**

Sd/-

**CS Devesh A. Pathak**

**Partner**

**FCS No. 4559**

**CP No.: 2306**

**ANNEXURE-F****Report on Corporate Governance**

(Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

As a Corporate citizen, our business fosters a culture of ethical behavior and fair disclosures, which aims to build trust of our Stakeholders. The Company has established systems and procedures to ensure that its board is well-informed and well-equipped to fulfill its overall responsibilities and to provide the management with the strategic direction needed to create long-term shareholders value.

Good corporate governance ensures corporate success and economic growth. Strong corporate governance maintains investors' confidence, as a result of which, Company can raise capital efficiently and effectively. The Company's governance framework is based on the appropriate composition and size of the Board with each member having their own expertise in their respective domains. It also includes timely disclosure of all material information to Stakeholders.

As a part of its growth strategy, the Company believes in adopting the 'best practices' in the area of Corporate Governance across various geographies. Effective and transparent corporate governance guarantees that your Company is managed and monitored in a responsible manner to focus on value creation.

**Company's Philosophy on Code of Governance:**

Corporate governance philosophy of the Company is based on appropriate size and composition of the Board with each Director bringing in key expertise in different areas, systematic information flow to the Directors to enable them to effectively discharge their fiduciary duties, ethical business conduct by the management and employees, appropriate systems and processes for internal controls on all operations, risk management and financial reporting and timely and accurate disclosure of all material operational and financial information to the stakeholders.

The Company has adopted a Code of Conduct for its employees including board of directors for further strengthening the Corporate Governance Philosophy of the Company. This code is available on the website of the Company.

Company is fully committed to practice sound Corporate Governance and uphold the highest standards in conducting business. We believe that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. A report on the matters and the practices followed by the Company is detailed herein below:

**1. Board of Directors:**

The Board of Directors, along with its Committees, provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure.

As on March 31, 2017, the Board of Directors of the Company ("Board") consists of Non-Executive Directors and Independent Directors. Board has seven members comprising of three Non-Executive Directors including Chairman and four Independent Directors. The majority of Board members are Non-Executive Independent Directors as per the requirement of Regulation 17 of SEBI (LODR) Regulations, 2015.

All the Directors have informed to your Company periodically about their Directorship and membership on the Board /Committees of the other Companies. As per disclosure received from Director(s), none of the Director(s) holds membership in more than ten (10) Committees and Chairmanship in more than five (5) Committees.

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other Companies as at March 31, 2017 are detailed herein below:

Name of the Director	Category	No. of Board Meetings held and attended during the year		Attendance at Last AGM held on 19.07.16	*No. of other directorships and committee memberships / chairmanships		
		Held	Attended		Other directorships*	Committee Memberships**	Committee Chairmanships**
Mr. Adrian Oehler	Chairman & Non-Executive Director	4	4	Yes	0	1	0
Ms. Corinne Raez	Non-Executive Director	4	3	Yes	1	2	0
Mr. Satish Parekh	Non-Executive Director	4	3	Yes	3	1	0
Mr. Shalin Divatia	Independent Director	4	4	Yes	4	1	1
Mr. Rahul Divan	Independent Director	4	4	Yes	7	1	0
Mr. Bhargav Patel	Independent Director	4	2	Yes	7	2	0
Mr. Mahendra Sanghvi	Independent Director	4	4	No	5	3	1

**Note:**

\*Other Directorships does not include Directorships of private limited companies, Companies formed under section 8 of the Companies Act, 2013 and foreign companies.

\*\*Chairmanship / Membership of Board Committees include only Audit Committee and Stakeholders Relationship Committee as per Regulation 26 of the SEBI (LODR) Regulations, 2015.

None of the Directors are related inter-se.

**Board Procedure:**

Board Meetings are governed by structured agenda for the meeting. The agenda along with comprehensive notes and background material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The

minimum information to be placed before the Board as required by Part A of Schedule II of SEBI (LODR) Regulations, 2015 is placed before the Board during its meetings.

The Board of Directors meets once in a quarter to review the performance and financial results of the Company. The Chairman briefs all the Directors at every Board Meeting on overall performance of the Company. All major decisions / approvals are taken at the Board Meeting.

The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman. The proceedings of the meetings of the Board and its Committees are recorded in the form of minutes and the draft minutes are circulated to the Board for their perusal before it is finalised.

**Number of Board Meetings during the year:**

Name of the Director	Category of the Director	Date of Board Meeting and attendance			
		12.05.2016	19.07.2016	10.11.2016	02.02.2017
Mr. Adrian Oehler	Chairman & Non-Executive Director				
Ms. Corinne Raez	Non-Executive Director			-	
Mr. Satish Parekh	Non-Executive Director	-			
Mr. Shalin Divatia	Independent Director				
Mr. Rahul Divan	Independent Director				
Mr. Bhargav Patel	Independent Director	-		-	
Mr. Mahendra Sanghvi	Independent Director				

**2. Committees of the Board:**

Recognizing the immense contribution that committees make in assisting the Board of Directors in discharging its duties and responsibilities and with a view to have a close focus on various facets of the business, the Board has constituted the following three (3) Committees of the Board.

- (i) Audit Committee;
- (ii) Nomination and Remuneration Committee;
- (iii) Stakeholders' Relationship Committee;

**(i) Audit Committee:****The terms of reference:**

Role of the Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 18 of the SEBI (LODR) Regulations, 2015 and includes:

1. Overseeing the Company's financial reporting process;
2. Approval or any subsequent modification of transactions of

the company with related parties;

3. Reviewing the financial statements and the adequacy of internal audit;
4. Periodic discussions with the Internal Auditors and the Statutory Auditors about their scope of audit and adequacy of internal control systems;
5. To evaluate the company's internal financial control and risk management system;
6. To recommend appointment / re-appointment of Statutory Auditors and also review and monitor the auditor's independence and performance and effectiveness of audit process.

The Audit Committee of the Company meets as per criteria laid down under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

**Composition as well as Attendance of Audit Committee:**

Name of the Director	Category	Status	No. of meeting attended
Mr. Shalin Divatia	Independent Director	Chairman	5/5
Mr. Rahul Divan	Independent Director	Member	5/5
Ms. Corinne Raez	Non-Executive Director	Member	3/5
Mr. Bhargav Patel	Independent Director	Member	3/5
Mr. Mahendra Sanghvi	Independent Director	Member	5/5

During the financial year 2016-17, audit committee met five times on 01.04.16, 12.05.16, 19.07.16, 10.11.16 and 02.02.17

**(ii) Nomination and Remuneration Committee:****The Terms of Reference:**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Company has constituted a Nomination & Remuneration Committee of the Board. All members of the Committee are Non-Executive and Independent Directors. The terms of reference of the Committee inter alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
4. Oversee familiarization programmes for directors.

**Composition as well as Attendance of Nomination and Remuneration Committee:**

Name of the Director	Category	Status	No. of meeting attended
Mr. Bhargav Patel	Independent Director	Chairman	1/1
Mr. Satish Parekh	Non-Executive Director	Member	1/1
Ms. Corinne Raez	Non-Executive Director	Member	1/1
Mr. Shalin Divatia*	Independent Director	Member	0/1

During the financial year 2016-17, nomination and remuneration committee met one time on 02.02.17

\* Appointed on 24.03.17

**Nomination and Remuneration policy:**

The Board has approved a Nomination and Remuneration Policy of the Company. This Policy is in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and

Regulation 19 and Schedule II, Part D of the SEBI (LODR) Regulations, 2015.

**Performance Evaluation Criteria of selection of Independent Directors:**

- a. The Independent Directors shall be of high ethical standards and integrity with relevant expertise, experience and particular skills that will complement Board effectiveness.
- b. In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall determine and fulfil the criteria of independence, in accordance with the provisions stipulated under the Companies Act, 2013 as well as SEBI (LODR) Regulations, 2015.
- c. To aid determination, every Independent Director shall, on appointment and subsequently on an annual basis submit to the Nomination and Remuneration Committee a declaration on his/her independence.
  - Professional qualification, appropriate experience and the ability to exercise sound business judgment;
  - An ability and willingness to challenge and probe;
  - Strong interpersonal skills and a willingness to devote the required time;
  - A position of leadership or prominence in a specified field.
- d. The Nomination and Remuneration Committee shall consider the following criteria while recommending to the Board the candidature for appointment as Director:
  - Professional qualification, appropriate experience and the ability to exercise sound business judgment;
  - An ability and willingness to challenge and probe;
  - Strong interpersonal skills and a willingness to devote the required time;
  - A position of leadership or prominence in a specified field.
- e. The Nomination and Remuneration Committee shall ensure that the Director to be appointed is not disqualified for appointment under Section 164 of the Companies Act, 2013.

**Criteria for determining the followings:**

- a. **Qualifications for appointment of Directors (including Independent Directors):**
  - Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;
  - Their financial or business literacy/skills;
  - Their industry experience;
  - Other appropriate qualification/experience to meet the objectives of the Company;
  - As prescribed under the Companies Act, 2013, rules framed thereunder and SEBI (LODR) Regulations, 2015;
  - The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

**b. Positive attributes of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trust worthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions;
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;

**Criteria for appointment of KMP/Senior Management :**

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- To follow strictly the code of conduct of the Company.

**Term of Directors as well as Key Managerial Personnel (KMPs):**

The Term of the Directors including Managing Director / Wholtime Director / Independent Directors shall be governed as per the provisions of the Companies Act and Rules made thereunder and the SEBI (LODR) Regulations, 2015, as amended from time to time.

**Details of Remuneration to all the Directors:****Executive Directors:**

There are no executive directors of the Company.

**Non-Executive Directors:**

Sitting fees paid to Non-Executive Directors during the financial year 2016-17 is as under:

Name	Sitting Fees (₹)
Mr. Adrian Oehler	1,80,000/-
Ms. Corinne Raez	1,70,000/-
Mr. Satish Parekh	1,30,000/-

**Independent Directors:**

Sitting fees paid to Independent Directors during the financial year 2016-17 is as under:

Name	Sitting Fees (₹)
Mr. Shalin Divatia	2,20,000/-
Mr. Rahul Divan	1,80,000/-
Mr. Bhargav Patel	1,10,000/-
Mr. Mahendra Sanghvi	2,20,000/-

**(iii) Stakeholders' Relationship Committee:**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 20 and Schedule II, Part D of the SEBI (LODR) Regulations, 2015, a Stakeholders' Relationship Committee of the Board has been constituted. The Committee considers redressal of Investors' complaints/grievances. It also considers matters concerning complaints regarding transfer of shares, non-receipt of dividends and Annual Report, dematerialization of share certificates, etc.

Stakeholders' Relationship Committee is headed by Mr. Mahendra Sanghvi, Independent Director of the Company.

**Composition as well as attendance of Stakeholders' Relationship Committee:**

Name of the Director	Category	Status	No. of meeting attended
Mr. Mahendra Sanghvi	Independent Director	Chairman	4/4
Mr. Shalin Divatia	Independent Director	Member	4/4
Mr. Adrian Oehler	Non-Executive Director	Member	4/4
Ms. Corinne Raez	Non-Executive Director	Member	3/4

During the financial year 2016-17, stakeholder's relationship committee met four times on 12.05.16, 19.07.16, 10.11.16 and 02.02.17

**Details of investor complaints received and redressed during the year 2016-17 are as follow:**

No. of shareholder complaints pending at the beginning of the year.	No of shareholder complaints received during the year	No. of shareholder complaints resolved during the year	No. of shareholder complaints pending at the end of the year
NIL	1	1	NIL

**(iv) Corporate Social Responsibility Committee:**

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.

**3. General Body Meetings:****Details of Annual General Meetings (AGM) held during the last three financial years:**

AGM No.	Date	Time	Location
Thirty Fourth	July 19, 2016	03:30 p.m.	Post Box No. 55, Chandrapura Village, Ta. Halol, Panchmahal, Gujarat - 389350
Thirty Third	August 12, 2015	03:00 p.m.	
Thirty Second	May 2, 2014	03:00 p.m.	



**Details of Special Resolutions passed in the previous three AGM:**

¼ **One Special Resolution was passed in the 34<sup>th</sup> AGM held on July 19, 2016:**

- Power to borrow money in excess of limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

¼ **One Special Resolution was passed in the 33<sup>rd</sup> AGM held on August 12, 2015:**

- Employee Stock Option Plan (2015).

¼ **No Special Resolution was passed in 32<sup>nd</sup> AGM held on May 2, 2014.**

**Details of special resolution passed through postal ballot:**

No special resolution was passed through postal ballot since last three years.

**4. Disclosures:****Related Party Transactions:**

During the financial year under review, your Company has transactions / contracts / agreements that are classified as "Related Party Transactions" under provisions of the Companies Act, 2013 and the Rules framed there under Companies. These contracts/arrangements/ agreements have been in the ordinary course of business, to facilitate the business of the Company and have been approved by the Audit Committee and Board of Directors. Suitable disclosures as required by Accounting Standards (AS-18) have been made in the Notes to the financial statements. Company has also formulated a Related Party Transactions Policy which is available on the website of the Company. There are no materially significant transactions with the related parties' viz. promoters, directors or the management or their relatives or subsidiaries / associate concerns etc. that had potential conflict with the company's interest.

**Vigil Mechanism :**

The Company is committed to the high standards of corporate governance and stakeholders responsibility. The Company has a Whistleblower Policy (WB Policy) that provides a secured avenue to directors, employees, business associates and all other stakeholders of the company for raising their concerns against the unethical practices, if any. The WB Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel have been denied access to the Chairman of the Audit Committee, for making compliant on any integrity issue. The Company has formed the policy for determining material subsidiary as required under Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is available on the website of the Company i.e. <http://www.integraengineering.in/userfiles/investorfile/1446725081.pdf>

**5. Means of Communications**

The website of the Company <http://www.integraengineering.in/> is the primary source of information about the company to the public. The Company maintains a functional website containing the basic details of the Company in terms of Regulation 46 of the SEBI (LODR) Regulations, 2015. The quarterly, half-yearly and annual results of the Company are published in English and Gujarati news papers as per the requirements of Regulation 47 of the SEBI (LODR) Regulations, 2015. The results are available on

the website of the Company.

There were no presentations made to the institutional investors or analysts during the financial year.

**6. General Shareholders Information:**

- i. Annual General Meeting:** Day : Wednesday  
Date : July 19, 2017  
Time : 04:00 p.m.
- ii. Financial Year:** Financial Year of the Company is April 1 to March 31.
- iii. Date of Book Closure :** July 13, 2017 to July 19, 2017
- iv. Listing on Stock Exchanges:** The BSE Limited 1st Floor, Rotunda Building, B.S. Marg, Fort, Mumbai -400 001
- v. Listing Fees:** The Company has paid annual listing fees to the Stock Exchange for the year 2017-18.
- vi. Stock Code:** BSE Limited : 505358
- vii. CIN of the Company:** L29199GJ1981PLC028741
- viii. ISIN:** INE984B01023
- ix. Monthly high, low prices and number of shares traded from April, 2016 to March, 2017 on the BSE Limited are as follows:**

Months	BSE Limited		
	High (₹)	Low (₹)	Total No. of Shares Traded
April-16	32.50	22.25	4,64,886
May-16	32.35	28.00	5,11,134
June-16	36.85	27.00	6,30,395
July-16	39.50	30.90	5,98,772
August-16	33.85	29.15	3,43,691
September-16	35.80	26.60	5,82,928
October-16	33.00	27.15	6,97,028
November-16	34.40	26.10	4,80,549
December-16	30.00	26.65	2,15,169
January-17	38.30	26.55	11,44,592
February-17	34.70	29.10	4,68,252
March-17	35.55	29.05	6,83,292

**x. Registrar and 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  
(T): 0265-2356573  
Email: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**xi. Share Transfer System:**

Share Transfer requests, which are received in physical form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to the documents being in order and complete in all aspects.

**xii. Address for Correspondence:**

Company Secretary & Compliance Officer  
Integra Engineering India Limited  
Post Box No. 55, Chandrapura Village,  
Taluka Halol, Panchmahal, Gujarat - 389350.  
(M): 9737041570;  
(T): (02676) 221870  
(Fax): (02676) 220887  
Email id: info@integraengineering.in  
Website: www.integraengineering.in

**xiii. Plant Locations:****UNIT - I**

Post Box No. 55, Chandrapura Village,  
Tal. Halol-389 350, Dist.Panchmahals, Gujarat

**xiv. Outstanding****GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**

There are no GDRs/ADRs of the Company

**xv. Dematerialization of Shares:**

89.96% of the paid-up capital of the Company has been in dematerialised form as on March 31, 2017.

**UNIT - II**

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

**xvi. Shareholding Pattern as on March 31, 2017:**

Sr. No	Categories	No. of Shares	% of Total Capital
1	Promoters and Promoter Group	1,87,23,341	54.6744
2	Financial Institutions / Banks	12,380	0.0362
3	Bodies Corporate	9,82,610	2.8693
4	Individuals	1,32,34,386	38.646
5	Clearing Members	4,59,673	1.3423
6	Hindu Undivided Family	5,86,951	1.7140
7	Non Resident Indians	1,10,485	0.3226
8	Trusts	41,400	0.1209
9	Foreign Portfolio Investors	2,000	0.0058
10	Mutual Funds / UTI	89,820	0.2623
11	Other Directors	1350	0.0039
12	Office Bearers	800	0.0023
	<b>Total</b>	<b>3,42,45,196</b>	<b>100</b>

**xvii. Distribution Schedule as on March 31, 2017:**

Sr. No	Holding (No. of Shares)	No. of shareholders	% of Total	Shares	% of Total
1.	Between 1 and 500	19978	84.30	2378378	6.94
2.	Between 501 and 1000	1256	5.30	1054969	3.08
3.	Between 1001 and 2000	1499	6.32	2149062	6.27
4.	Between 2001 and 3000	321	1.35	840818	2.45
5.	Between 3001 and 4000	107	0.45	381942	1.11
6.	Between 4001 and 5000	140	0.59	643881	1.88
7.	Between 5001 and 10000	189	a0.80	1401248	4.09
8.	> 10000	208	0.88	25394898	74.16
	<b>Total</b>	<b>23698</b>	<b>100.00</b>	<b>34245196</b>	<b>100.00</b>

**xviii. Position of Shares as on 31st March, 2017 :**

The Percentage of Shares held in NSDL is 75.35%, CDSL is 14.61% and in Physical Form are 10.04%.

**7. Disclosures with respect to demat suspense account / unclaimed suspense account:**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL

**Green Initiative**

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to shareholders at their e-mail address registered with their Depository Participants (DPs)/ Company/Registrars & Transfer Agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with our Registrar and Transfer Agent i.e. M/s Link Intime India Private Limited, by sending a letter, duly signed by the first/sole holder quoting Folio No.

**For and on behalf of Board of Directors**

Sd/-

**Adrian Oehler**

**Chairman**

**DIN: 00360332**

**Place :Halol**

**Date :May 11, 2017**

**CONFIRMATION ON CODE OF CONDUCT**  
**[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members  
**Integra Engineering India Limited**

This is to confirm that the board has laid down a code of conduct for Board of Directors and senior management of the Company. It is further confirmed that all Directors and senior management of the company have affirmed compliance with the Code of Conduct of the Company as at March 31, 2017, as envisaged in Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For and on behalf of Board of Directors**

Place :Halol  
Date :May 11, 2017

Sd/-  
**Adrian Oehler**  
Chairman  
DIN: 00360332

**CEO/CFO Certification**  
**TO WHOM SO EVER IT MAY CONCERN**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Integra Engineering India Limited ("the Company") to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2017 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we become aware and the involvement therein if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Yours faithfully,**  
**For Integra Engineering India Limited**

Place :Halol  
Date :May 11, 2017

Sd/-  
**Utkarsh Pundlik**  
Chief Executive Officer

Sd/-  
**Bhavin Kariya**  
Chief Financial Officer

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Integra Engineering India Limited**

We have examined the compliance of conditions of Corporate Governance of Integra Engineering India Limited ("the Company") for the year ended March 31, 2017, as stipulated in Regulation 15 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')

The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 15 and other relevant regulations of the Listing Regulations above, during the year ended March 31, 2017 as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

**Sd/-  
CS Devesh A. Pathak  
Partner  
FCS No.4559  
CP No.: 2306**

**Place :Vadodara  
Date :May 11, 2017**

### Annexure G

#### Management Discussion and Analysis Report

##### **Overview**

Integra Engineering India Limited (IEIL) is engaged in manufacturing and sales of Railway control systems and contract engineering and manufacturing for power and transport sectors.

Production includes electro-mechanical relays, cables harnesses and mechanical enclosures like Power Converter, Traction Converter, Auxiliary Converters, Switching Devices and many more.

##### **Industry structure and developments**

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The capital goods and engineering turnover in India is expected to reach US\$ 125.4 billion by F.Y. 17-18.

India exports its engineering goods mostly to the US and Europe, which accounts for over 60 per cent of the total exports. Recently, India's engineering exports to Japan and South Korea have also increased with shipments to these two countries rising by 16 and 60 per cent respectively. Sri Lanka, Nepal and Bangladesh have also emerged as the major destinations for India's engineering exports.

Engineering exports from India increased for the sixth straight month at 12.4 per cent year-on-year to US\$ 5.3 billion in January 2017, outperforming that of the overall merchandise export.

INTEGRA Engineering India Ltd. was able to record an order intake of around ₹ 325,549,000 higher than the previous year 2015-16, representing an increase of almost 11.43%. Revenue was also boosted by around 23.46% in the fiscal year 2016-17.

##### **Opportunity & Threats**

The Company has a very good opportunity to expand its product base in Indian Railway as most of its products are being used by 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.

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. Further, engineering products are also one of the sector wherein the Company foresees good opportunity as substantial growth is expected in this sector.

Common threats in the business can be divided into economic,

political, legal / regulatory, and business risks. These include competitive pricing in the market and changes in government policy for the railway business.

##### **Segment wise or products wise performance :**

The operations of the Company are limited to one segment, namely manufacturing products and undertaking fabrication works.

During the F.Y. 2016-17, the revenue of the Company is grew 23.46% compared to the previous F.Y. 2015-16 and the company reached a total Revenue of ₹ 354,989,000.

##### **Outlook**

The Company plans to continue and expand its product portfolio for engineering and railway signaling products. In doing so, the new fuse monitoring system will be strongly promoted.

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 and processes to support further growth.

The market response to the profile and the operating sites of INTEGRA Engineering India 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 India 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 on 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 2017-18.

### **Discussion on financial performance with respect to operational performance**

Your Company has achieved Revenue of ₹ 354,989,000 for the financial year 2016-17. This is 23.46% increase against the, Company's turnover of ₹ 287,534,000 for the previous financial year 2015-16. Further, Company incurred Net profit after tax of ₹ 20,833,000 in the F.Y. 2016-17.

### **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 2017, 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, 2017, 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 28** 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.
- iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company - Refer **Note 27** to the financial statements.

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

**Sd/-**  
**Chhaya M. Dave**  
**Partner**  
**Membership No. 100434**  
**Place: Vadodara**  
**Date: May 11, 2017**

**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, 2017, 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 (Property, Plant and Equipment).  
(b) The Company has a regular program of physical verification of fixed assets (Property Plant and Equipment) 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, reporting under clause (iii) of the Order is 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, reporting under clause (v) of the Order is 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, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. 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 any other statutory dues applicable to it. Further, no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears, as at 31st March, 2017 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, 2017

Name of the Statute	Nature of Dues	Amount (₹ 000)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	5,007	A.Y. 2007-08	Income tax Appellate Tribunal
		483	A.Y. 2008-09	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
		233	A.Y. 2007-08	CIT Appeal
		417	A.Y. 2012-13	CIT Appeal
		530	A.Y. 2013-14	Income tax Appellate Tribunal
		2,538	A.Y. 2014-15	CIT Appeal
		12,314	A.Y. 2007-08	CIT Appeal
The Finance Act, 1994	Service tax	13,613	2008-09 to 2013-14	Tribunal Central Excise and Custom
		2,461	April 2008 to February 2015	Central Excise Commissioner (Appeals)

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, reporting under clause (ix) of the Order is 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 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, reporting under clause (xi) of the Order is 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, reporting under clause (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions during the year with the related parties were approved by the Audit Committee and are in compliance with sections 177 of the Companies Act, 2013 where applicable and since the said transactions were in the ordinary course of business of the company and were at arm's length basis, the provisions of section 188 are not applicable, and the details have been disclosed in the Financial Statements, as required by the applicable accounting standard.
- 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, reporting under clause (xiv) of the Order is 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, reporting under clause (xv) of the Order is 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**

**Sd/-**  
**Chhaya M. Dave**  
**Partner**  
**Membership No. 100434**  
**Place: Vadodara**  
**Date: May 11, 2017**

**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, 2017 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, 2017, 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**

**Sd/-**  
**Chhaya M. Dave**  
**Partner**  
**Membership No. 100434**  
**Place: Vadodara**  
**Date: May 11, 2017**

**BALANCE SHEET as at 31<sup>st</sup> March, 2017**

(Amount in ₹ '000)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
a) Share Capital	3	1,58,245	1,58,245
b) Reserves and Surplus	4	1,14,156	93,273
<b>Non-Current Liabilities</b>			
a) Long term Provisions	5	396	-
<b>Current Liabilities</b>			
a) Trade Payables:	6		
-Due to micro and small enterprises		-	-
-Due to other than micro and small enterprises		40,589	29,674
b) Other Current Liabilities	7	13,779	18,661
c) Short Term Provisions	8	3,102	404
<b>TOTAL</b>		<b>3,30,268</b>	<b>3,00,258</b>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
(a) Fixed Assets	9		
(i) Tangible Assets		83,783	77,649
(ii) Intangible Assets		1,602	997
(b) Non Current Investment	10	-	-
(c) Deferred Tax Assets (Net)	11	6,788	15,381
(d) Long Term Loans and Advances	12	10,679	11,698
<b>Current Assets</b>			
(a) Inventories	13	60,159	52,667
(b) Trade Receivables	14	75,226	68,133
(c) Cash and Bank Balance	15	72,397	58,035
(d) Short Term Loans and Advances	16	17,647	14,080
(e) Other Current Assets	17	1,987	1,618
<b>TOTAL</b>		<b>3,30,268</b>	<b>3,00,258</b>
Significant Accounting Policies & Notes on Accounts	1 - 38		

As per our report of even date attached

For K. C. Mehta & Co.  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332

Shalin S. Divatia  
Director  
DIN: 00749517

Bhavin Kariya  
CFO

Harneetkaur Anand  
Secretary

Place : Halol  
Date : May 11, 2017

STATEMENT OF PROFIT AND LOSS for the year ended 31<sup>st</sup> March, 2017

(Amount in ₹ '000)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>I. Revenue from Operations (Gross)</b>	<b>18</b>	<b>3,53,356</b>	2,90,855
Less: Excise Duty		33,988	28,007
Revenue from Operations (Net)		<b>3,19,368</b>	2,62,848
<b>II. Other Income</b>	<b>19</b>	<b>35,621</b>	24,686
<b>III. Total Revenue ( I + II )</b>		<b>3,54,989</b>	2,87,534
<b>IV. Expenses:</b>			
(a) Cost of Material Consumed	<b>20</b>	<b>1,63,432</b>	1,23,639
(b) Purchase of Stock in trade	<b>21</b>	<b>11,327</b>	7,432
(c) Change in Inventories	<b>22</b>	<b>2,434</b>	17,724
(d) Employee Benefit Expenses	<b>23</b>	<b>47,107</b>	44,763
(e) Finance Cost	<b>24</b>	<b>280</b>	1,283
(f) Depreciation and Amortisation Expense	<b>9</b>	<b>8,135</b>	7,603
(g) Other Expenses	<b>25</b>	<b>92,975</b>	65,781
<b>Total Expenses</b>		<b>3,25,691</b>	2,68,223
<b>V. Profit/ (Loss) before Tax (III-IV)</b>		<b>29,299</b>	19,311
<b>VI. Tax Expenses:</b>			
Current Tax		<b>5,277</b>	37
Deferred Tax		<b>8,593</b>	6,293
MAT Credit Entitlement		<b>(5,277)</b>	(37)
Income Tax Adjustment for Earlier years		<b>(177)</b>	-
<b>VII. Profit/ (Loss) for the Profit (V-VI)</b>		<b>20,883</b>	13,018
<b>VIII. Earning Per Share</b>			
(a) Basic		<b>0.61</b>	0.38
(b) Diluted		<b>0.61</b>	0.38
Significant Accounting Policies & Notes on Accounts	<b>1 - 38</b>		

As per our report of even date attached

For K. C. Mehta & Co.  
Chartered AccountantsSd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332Shalin S. Divatia  
Director  
DIN: 00749517Bhavin Kariya  
CFOHarneetkaur Anand  
SecretaryPlace : Halol  
Date : May 11, 2017

Standalone Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2017

(Amount in ₹ '000)

	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before tax	29,299	19,311
<b>Adjustments for :</b>		
Depreciation/Amortisation/Impairment of Fixed Assets	8,135	7,603
Interest Income	(5,062)	(4,539)
Interest Expenses	131	1,085
Provision for Doubtful Receivables/Advances/Sundry balances written off	1,322	(43)
Provision/Advances/Sundry Balances written back	(1,743)	(754)
(Profit)/Loss on sale of Fixed Assets (Net)	(8,090)	(4,430)
<b>Operating Profit/(Loss) before changes in working capital</b>	<b>23,993</b>	<b>18,233</b>
<b>Adjustment for (Increase)/Decrease in Operating Assets</b>		
Inventories	(7,492)	11,238
Trade Receivables	(8,415)	(17,812)
Loans and Advances	(1,774)	550
<b>Adjustment for (Increase)/Decrease in Operating Liabilities</b>		
Trade Payables	12,658	9,162
Provisions	31	259
Other Liabilities	(4,881)	-
<b>Cash flow from operations after changes in working capital</b>	<b>14,120</b>	<b>21,630</b>
Net Direct Taxes (Paid)/Refunded	2,014	1,756
<b>Net Cash Flow from/(used in) Operating Activities</b>	<b>16,134</b>	<b>23,386</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets including Capital Advances & CWIP	(16,112)	(3,629)
Sale of Fixed Assets	9,778	4,944
Interest Income	4,693	4,539
Bank Balances not considered as Cash and Cash Equivalents	7,932	9,289
<b>Net Cash Flow from/(used in) Investing Activities</b>	<b>6,291</b>	<b>15,143</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Borrowings	-	(32,966)
Interest Expenses	(131)	(1,085)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>(131)</b>	<b>(34,051)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>22,294</b>	<b>4,479</b>
Cash & Cash Equivalents at beginning of period (see Note 1)	27,141	22,663
<b>Cash and Cash Equivalents at end of period (see Note 1)</b>	<b>49,435</b>	<b>27,141</b>
<b>Notes:</b>		
<b>1 Cash and Cash equivalents comprise of:</b>		
Cash on Hands	226	241
Balance with Banks	14,810	5,102
Short-term investment	34,399	21,797
<b>Cash and Cash equivalents</b>	<b>49,436</b>	<b>27,141</b>
Effect of Unrealised foreign exchange (gain)/loss (Net)	-	-
<b>Cash and Cash equivalents as restated</b>	<b>49,436</b>	<b>27,141</b>
<b>2</b> The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (AS) 3 " Cash Flow Statement" prescribed under the Companies (Accounting Standards) Rules, 2006.		
<b>3</b> Figures of the previous year have been regrouped / reclassified wherever necessary.		

As per our report of even date attached

For K. C. Mehta & Co.  
Chartered AccountantsChhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332Shalin S. Divatia  
Director  
DIN: 00749517Harneetkaur Anand  
SecretaryBhavin Kariya  
CFOPlace : Halol  
Date : May 11, 2017

**INTEGRA ENGINEERING INDIA LIMITED****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****A. 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 (as amended) prescribed 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.

**B. 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.

**C. 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.

**D. 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.

**E. 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.

**F. Property, Plant & Equipment:**

Property, Plant & Equipment (PPE) comprises of Tangible assets and Capital Work in progress. PPE are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation until the date of the Balance Sheet. The cost of PPE comprises of its purchase price or its construction cost (net of applicable tax credit, if any), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management and decommissioning costs. Direct costs are capitalized until the asset is ready for use and includes borrowing cost capitalised in accordance with the Company's accounting policy. Capital work in progress includes the cost of PPE that are not yet ready for the intended use.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the PPE. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the PPE and is recognised in the Statement of Profit and Loss.

The Company has provided for depreciation using straight line method. Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Companies Act, 2013 are as under:-

Asset Description	Assets Useful life (in Years)
Roads	10
Buildings	30
Plant and machinery	15
Computers	3
Computer Networks	6
Furniture & Fixtures	10
Vehicle	8

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions.

**G. 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.



**H. 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.

**I. 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.

**J. 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

**K. 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.

**L. 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.

**M. 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.

**N. 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.



**3 SHARE CAPITAL****a. Share Capital consists of the following:**

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Authorised</b>		
212,000,000 Equity Shares of ₹ 1/- each	2,12,000	2,12,000
300,000 Unclassified Shares of ₹ 10/- each	3,000	3,000
14,000,000 Cumulative Redeemable Preference Shares of ₹ 10/- each (Payable at par)	1,40,000	1,40,000
	<b>3,55,000</b>	<b>3,55,000</b>
<b>Issued, Subscribed and Paid Up</b>		
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.	1,24,000	1,24,000
	<b>1,58,245</b>	<b>1,58,245</b>

**b. Shares held by Holding Company**

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	No. of Shares	% of share holding	No. of Shares	% of share holding
Equity shares of ₹ 1 each fully paid up Integra Holding AG	1,87,23,341	54.67%	1,87,23,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	1,24,00,000	100.00%	1,24,00,000	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:**

Particulars	No. of Shares	Amount in ₹ '000
As at 1 <sup>st</sup> April, 2015	3,42,45,196	34,245
Additions / (Reductions)	-	-
As at 31 <sup>st</sup> March, 2016	3,42,45,196	34,245
<b>As at 1<sup>st</sup> April, 2016</b>	<b>3,42,45,196</b>	<b>34,245</b>
<b>Additions / (Reductions)</b>		
<b>As at 31<sup>st</sup> March, 2017</b>	<b>3,42,45,196</b>	<b>34,245</b>

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

Particulars	No. of Shares	Amount in ₹ '000
As at 1 <sup>st</sup> April, 2015	1,24,00,000	1,24,000
Additions / (Reductions)	-	-
As at 31 <sup>st</sup> March, 2016	1,24,00,000	1,24,000
<b>As at 1<sup>st</sup> April, 2016</b>	<b>1,24,00,000</b>	<b>1,24,000</b>
<b>Additions / (Reductions)</b>		
<b>As at 31<sup>st</sup> March, 2017</b>	<b>1,24,00,000</b>	<b>1,24,000</b>

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

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	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	1,87,23,341	54.67%	1,87,23,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	1,24,00,000	100.00%	1,24,00,000	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 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
a. Capital Reserve		
- Central Government Cash Subsidy	2,412	2,412
- State Government Cash Subsidy	4,764	4,764
Total (a)	7,176	7,176
b. Profit on Re-issue of Forfeited Shares	33	33
Total (b)	33	33
c. Securities Premium Account	32,948	32,948
Total (c)	32,948	32,948
d. General Reserve	17,700	17,700
Total (d)	17,700	17,700
e. Surplus in Statement of Profit & Loss		
Opening balance	35,416	22,398
Net Profit for the year	20,883	13,018
Total (e)	56,299	35,416
<b>TOTAL</b>	<b>1,14,156</b>	<b>93,273</b>

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### 5 LONG TERM PROVISIONS

Long term provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Provision for Employee Benefits	396	-
<b>TOTAL</b>	<b>396</b>	<b>-</b>

### 6 TRADE PAYABLES

Trade Payables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Due to Micro & Small Enterprise*	-	-
Due to others	40,589	29,674
<b>TOTAL</b>	<b>40,589</b>	<b>29,674</b>

\*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.

### 7 OTHER CURRENT LIABILITIES

Other Current Liabilities consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Trade Deposit and Advance	2,891	4,514
Advance From Customers	782	6,013
Statutory dues payable	2,361	1,769
Expenses Payable	7,746	6,365
<b>TOTAL</b>	<b>13,779</b>	<b>18,661</b>

### 8 SHORT TERM PROVISIONS

Long term provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Provisions for Employee benefits	39	404
Provision for tax (Net of Advance tax)	3,063	-
<b>TOTAL</b>	<b>3,102</b>	<b>404</b>

### 9 FIXED ASSETS

(Amount In ₹ '000)

Particulars /Assets	TANGIBLE ASSETS						INTANGIBLE ASSETS		
	Freehold land	Buildings	Plant and machinery	Computers	Furniture & Fixtures	Vehicle	Total	Software	Total
<b>Cost or valuation</b>									
At 1 <sup>st</sup> April, 2015	944	56,992	1,72,037	6,646	12,744	3,253	2,52,616	5,756	2,58,371
Additions	-	-	3,065	30	534	-	3,629	-	3,629
Disposals	-	-	4,404	368	60	1,770	6,602	-	6,602
At 31 <sup>st</sup> March, 2016	944	56,992	1,70,697	6,308	13,218	1,483	2,49,642	5,756	2,55,398
Additions	-	3,220	11,149	194	708	-	15,271	1,292	16,563
Disposals	-	-	37,999	-	-	623	38,623	-	38,623
At 31 <sup>st</sup> March, 2017	944	60,213	1,43,847	6,502	13,925	860	2,26,291	7,047	2,33,338
<b>Depreciation</b>									
At 1 <sup>st</sup> April, 2015	-	37,911	1,13,674	6,011	10,619	2,712	1,70,926	4,311	1,75,237
Charge for the year	-	1,445	4,687	110	833	80	7,155	448	7,603
Disposals	-	-	3,984	365	58	1,681	6,088	-	6,088
At 31 <sup>st</sup> March, 2016	-	39,356	1,14,377	5,756	11,394	1,111	1,71,993	4,759	1,76,752
Charge for the year	-	1,245	5,385	130	653	37	7,449	686	8,135
Disposals	-	-	36,605	-	-	329	36,934	-	36,934
At 31 <sup>st</sup> March, 2017	-	40,601	83,156	5,886	12,046	818	1,42,508	5,445	1,47,953
<b>Net Block</b>									
At 31 <sup>st</sup> March, 2016	944	17,636	56,320	552	1,824	373	77,649	997	78,646
At 31 <sup>st</sup> March, 2017	944	19,612	60,691	616	1,879	42	83,783	1,602	85,385

**10 NON CURRENT INVESTMENT**

Non Current Investment consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
	<b>Trade Investment</b>	
<b>In Unquoted Equity Shares of</b>		
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
<b>TOTAL</b>	-	-
Aggregate Value of Unquoted Investments	1,000	1,000
Aggregate provision for Diminution in value of Investments	1,000	1,000

**11 DEFERRED TAX ASSETS (Net)**

The deferred tax liabilities/(assets) arising out of significant timing differences are as under:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
Difference between book depreciation and tax depreciation	-	10,631	-	9,741
Provision for doubtful debts /advances/Diminution in Value of Inventories	116	-	1,786	-
Provision for Leave Encashment	112	-	125	-
Deferred payments	-	-	379	-
Carried Forward Business Loss/Unabsorbed depreciation	17,191	-	22,831*	-
<b>Total</b>	<b>17,419</b>	<b>10,631</b>	<b>25,122</b>	<b>9,741</b>
Net Deferred Tax Asset/(Liability)	<b>6,788</b>	-	<b>15,381</b>	-

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

**12 LONG TERM LOANS AND ADVANCES**

Long Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
	(Unsecured, Considered Good)	
Deposits	1,754	770
Advance Tax (Net of provisions)	8,925	10,476
Capital Advance	-	451
<b>TOTAL</b>	<b>10,679</b>	<b>11,698</b>

**13 INVENTORIES**

a. Inventories consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
	Raw Material	40,469
Work in Progress	15,684	16,893
Stock in Trade	1,063	2,289
Stores and Spare Parts	2,943	2,392
<b>TOTAL</b>	<b>60,159</b>	<b>52,667</b>

For basis of valuation of inventories refer Note No. 2 (J)

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

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
- Machine and Mechanical Appliances	5,570	10,421
- Relays	6,490	4,925
- Others	3,624	1,547
<b>TOTAL</b>	<b>15,684</b>	<b>16,893</b>

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

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Laboratory Equipment	-	142
Electrical Equipment	1,063	2,146
<b>TOTAL</b>	<b>1,063</b>	<b>2,289</b>

**14 TRADE RECEIVABLES**

## Trade Receivables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>(a) Outstanding for a period exceeding six months from the date they were due for payment</b>		
-Unsecured, Considered Good	-	5,261
-Unsecured, Considered Doubtful	452	5,779
	<b>452</b>	<b>11,040</b>
Less: Provision for Doubtful debts	452	5,779
<b>TOTAL (a)</b>	<b>-</b>	<b>5,261</b>
<b>(b) Other Trade Receivables</b>		
-Unsecured, Considered Good		
Due from related Parties*	562	6,644
Others	74,664	56,229
<b>TOTAL (b)</b>	<b>75,226</b>	<b>62,873</b>
<b>TOTAL (a+b)</b>	<b>75,226</b>	<b>68,133</b>

\*Represents due from Integra Systems Pvt. Ltd. ₹ NIL (P.Y. ₹ 6313/- thousands), Aquametro AG ₹ 562/- thousands (P.Y. ₹ 331/- thousands).

**15 CASH AND BANK BALANCE**

## Cash And Bank Balance consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
a) Cash and cash equivalent		
Cash In Hand	226	241
Balance with Banks in		
- Current Account	181	1,425
- Overdraft*	14,629	3,677
- Deposits Account	34,399	21,797
b) Other Bank Balance		
-Deposits -Security against the borrowings	22,961	30,894
<b>TOTAL</b>	<b>72,397</b>	<b>58,035</b>

\*Balances with banks include overdraft facility from ICICI Bank and Dena Bank secured by pledge of Fixed Deposits.

**16 SHORT TERM LOANS AND ADVANCES**

Short Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
(Unsecured, Considered Good)		
Advances Recoverable in cash or in kind or for value to be received	5,511	3,345
Advance to Supplier	1,805	2,350
Advance Tax (Net of provisions)	-	2,086
MAT Credit Entitlement	9,394	4,532
Deposit with Government Department	937	1,767
<b>TOTAL</b>	<b>17,647</b>	<b>14,080</b>

**17 Other Current Assets**

Other Current Assets consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Accrued Interest	1,987	1,618
<b>TOTAL</b>	<b>1,987</b>	<b>1,618</b>

**18 REVENUE FROM OPERATION**

a. Revenue From Operation consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Sale of Product	3,36,930	2,63,070
Sale of Services	4,725	16,942
Other Operating Revenues	11,701	10,842
<b>TOTAL</b>	<b>3,53,356</b>	<b>2,90,855</b>

b. Sale of Products have been classified under Broad Heads as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Manufactured Goods</b>		
-Draw Frames	-	6,907
-Relays	1,60,248	89,041
-Machine and Mechanical Appliances*	1,54,918	1,67,122
<b>Total (a)</b>	<b>3,15,166</b>	<b>2,52,800</b>
<b>Traded Goods</b>		
-Electrical Equipment	21,764	10,271
<b>Total (b)</b>	<b>21,764</b>	<b>10,271</b>
	<b>3,36,930</b>	<b>2,63,070</b>

c. Sale of Services have been classified under Broad Heads as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Services Rendered</b>		
-Erection and commissioning / Labour Job	4,725	16,942
<b>TOTAL</b>	<b>4,725</b>	<b>16,942</b>

\* 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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Rent Income	14,428	14,320
Interest Income	5,062	4,539
Excess Liabilities written back	1,743	754
Reversal of Provision for Doubtful Debts	5,681	298
Profit on sale of assets	8,090	4,430
Exchange Fluctuation (Net)	86	-
Miscellaneous receipts	532	346
<b>TOTAL</b>	<b>35,621</b>	<b>24,686</b>

**20 COST OF MATERIAL**

a. Cost of Material consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Consumption of Raw Material</b>		
Opening Stock	31,093	39,920
Add : Purchases	1,72,808	1,14,812
Less: Reversal of Provision for Diminution in Inventory	-	15,161
Add : Inventory written off	-	15,161
	<b>2,03,901</b>	<b>1,54,732</b>
Less: Closing Stock	40,469	31,093
<b>TOTAL</b>	<b>1,63,432</b>	<b>1,23,639</b>

b. Material consumed comprises of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>a. Raw Materials</b>		
Steel Rounds, Bars, Plates and Castings	48,643	44,279
Components and Others*	1,14,788	79,360
<b>TOTAL</b>	<b>1,63,432</b>	<b>1,23,639</b>

\* 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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Trading Materials - Electrical Equipment	11,327	7,432
<b>TOTAL</b>	<b>11,327</b>	<b>7,432</b>

**22 CHANGES IN INVENTORIES**

Changes In Inventories consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Work-in-Progress</b>		
Opening stock		
-Work in progress	16,893	36,178
-Stock in Trade	2,289	727
	<b>19,181</b>	<b>36,905</b>
Closing Stock		
-Work in progress	15,684	16,893
-Stock in Trade	1,063	2,289
	<b>16,747</b>	<b>19,181</b>
<b>TOTAL</b>	<b>2,434</b>	<b>17,724</b>

**23 EMPLOYEE BENEFIT EXPENSES**

Employee Benefit Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Salaries and Wages	37,267	33,805
Contribution to Provident and Other Funds	2,659	4,281
Workmen and Staff Welfare Expenses	7,181	6,677
<b>TOTAL</b>	<b>47,107</b>	<b>44,763</b>

**24 FINANCE COST**

Finance Cost consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Interest on Bank Loan	131	1,085
Bank Charges and Commission	148	197
<b>TOTAL</b>	<b>280</b>	<b>1,283</b>

**25 OTHER EXPENSES**

Other Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Consumption of Stores & Spares and Tools	11,231	12,002
Job Work and Processing Charges	12,101	9,559
Labour Charges	18,185	14,293
Power & Fuel	6,725	6,044
Repairs to -Factory Building	2,658	581
-Plant & Machinery	289	330
-Others	1,987	2,031
Insurance Expenses	809	608
Audit Fees	575	575
Legal and Professional Charges	7,163	3,007
Miscellaneous Expenses*	10,353	5,106
Exchange Fluctuation (Net)	-	77
Rent	1,051	399
Rates and Taxes	181	224
Security and other Services	1,993	1,694
Travelling Expenses	2,640	3,481
Commission / Brokerage	2,460	1,812
Selling and Distribution expenses	4,420	2,646
Sales Promotion Expenses	1,153	436
Bad Debts written off	6,650	621
Provision for Doubtful Debts	353	255
<b>TOTAL</b>	<b>92,975</b>	<b>65,781</b>

\*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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
As Auditors	575	575
For Taxation Matters	202	17
For Other Services	150	150
Reimbursement of Expenses	45	86
<b>TOTAL</b>	<b>972</b>	<b>828</b>



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

27 Disclosure required for Specified Bank Notes (SBN) is as follows:-

(Amount in ₹ '000)

Particulars	Specified Bank Notes	Other Denomination	Total
Closing Cash in hand as on 8th November, 2016	1,41,000	6,68,773	8,09,773
Add: Permitted Receipts	-	1,93,670	1,93,670
Less: Permitted Payments	-	1,21,021	1,21,021
Less: Amount Deposited in Banks	1,41,000	-	1,41,000
Closing Cash in hand as on 30th December, 2016	-	7,41,422	7,41,422

## 28 CONTINGENT LIABILITIES

Contingent Liabilities not provided for are classified as under:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Income Tax	23,964	9,112
Excise Matters	17,529	11,179
Bank Guarantee	125	285
Bonus Provision for 2014-2015	371	371
Dividend on 4% Cumulative Redeemable Preference Shares	61,630	56,670
Claims against the Company before Labour Court	Amount not ascertainable	Amount not ascertainable
Pending Labour Cases	3,215	625

29 Additional information pursuant to para 5 of Part II of Schedule III to the Companies Act, 2013.

a. CIF value of Imports

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Raw Material & Components	7,006	9,236
Stores and Spares	209	151
<b>TOTAL</b>	<b>7,215</b>	<b>9,386</b>

b. Imported and indigenous Consumptions of raw materials, components & stores & spares are classified as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017		For the year ended 31 <sup>st</sup> March, 2016	
	%	(Amount in ₹ '000)	%	(Amount in ₹ '000)
<b>Raw Materials and Components</b>				
Imported	2.11%	3,446	3.71%	4,589
Indigenous	97.89%	1,59,986	96.29%	1,19,050
<b>Total</b>	<b>100.00%</b>	<b>1,63,432</b>	<b>100.00%</b>	<b>1,23,639</b>
<b>Stores and Spares:</b>				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	11,231	100.00%	12,002
<b>Total</b>	<b>100.00%</b>	<b>11,231</b>	<b>100.00%</b>	<b>12,002</b>

c. Earnings in foreign currency

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Export Value of Goods Calculated on FOB Basis	-	834
Other Earnings	5,374	5,141
<b>TOTAL</b>	<b>5,374</b>	<b>5,975</b>

**30 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 three months. 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.

**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 :

**(Amount in ₹ '000)**

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Contribution to Provident Fund	1,381	1,513
Contribution to Super Annuation Fund	150	351
<b>TOTAL</b>	<b>1,531</b>	<b>1,864</b>

**(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, 2017 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, 2017.

**I. Reconciliation in present value of obligations (PVO) - Defined benefit obligation:****(Amount in ₹ '000)**

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>I. Defined Benefit obligation</b>	<b>Gratuity (Funded)</b>	Gratuity (Funded)
Current Service Cost	265	319
Interest Cost	341	499
Actuarial (gain)/ loss on obligations	(275)	782
Benefits paid	(110)	(3,524)
PVO at the beginning of the year	4,315	6,239
PVO at the end of the year	4,537	4,315

## II. Reconciliation of the fair value of Plan Assets

(Amount in ₹ '000)

Expected return on Plan Assets	378	347
Actuarial gain / (Loss) on Plan Assets		
Contributions by employer	242	28
Benefits Paid	(110)	(3,524)
Expenses	-	-
Adjustment to Opening Balance	190	-
Fair value of Plan Assets at the beginning of the year	4,435	7,584
Fair value of Plan Assets at the end of the year	5,136	4,435
<b>III. Reconciliation of PVO and Fair value of Plan of assets</b>		-
PVO at the end of the year	4,537	4,315
fair value of Planned assets at the end of the year	5,136	4,435
Funded Status	(599)	(120)
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance sheet	(599)	(120)
<b>IV. Net cost for the Period ended 31st March</b>		
Current Service Cost	265	319
Interest Cost on benefit obligation	341	499
Expected return on Plan Assets	378	347
Actuarial (gain)/ loss on obligations	(275)	782
Net Cost	(47)	1,253

## V. Assumption used in accounting for the gratuity plan

	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Mortality		
Withdrawal Rates	1.00% P.A.	1.00% P.A.
Discount Rate (%)	7.50	8
Salary escalation rate (%)	5	5
Rate of Return on Plan Assets (%)	7.50	7.83

## VI. Experience Adjustment

Particulars	2016-2017	2015-2016	2014-2015	2013	2012
Experience adjustment on account of plan liabilities [Gain / (Loss)]	*	(782)	135	1,038	142
Experience adjustment on account of plan assets [Gain / (Loss)]	*	285	37	419	325

\* Information not available.

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
Aquametro AG, Switzerland	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Mr. Satish Parekh	Non Executive Director (w.e.f 1st June, 2016 to 11th May, 2017)
Mr. Utkarsh Pundlik	Key Management Personnel (w.e.f 1st June, 2016)
Mr. Yogesh Shah	Key Management Personnel (till 12th August, 2015)
Mr. Milind Shingate	Key Management Personnel (From 3rd August, 2015 to 29th February, 2016)

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate Key	Key Management Personnel	Total
<b>Material Purchase</b>	<b>1,416</b>	<b>4,762</b>	<b>Nil</b>	<b>6,178</b>
	(5,440)	(6,733)	(Nil)	(12,173)
a. Aquametro AG, Switzerland	<b>1,416</b>	<b>Nil</b>	<b>Nil</b>	<b>1,416</b>
	(5,440)	(Nil)	(Nil)	(5,440)
b. Integra Systems Pvt Ltd	<b>Nil</b>	<b>4,762</b>	<b>Nil</b>	<b>4,762</b>
	(Nil)	(6,733)	(Nil)	(6,733)
<b>Sales</b>	<b>Nil</b>	<b>2,028</b>	<b>Nil</b>	<b>2,028</b>
	(Nil)	(12,910)	(Nil)	(12,910)
a. Integra Systems Pvt Ltd	<b>Nil</b>	<b>2,028</b>	<b>Nil</b>	<b>2,028</b>
	(Nil)	(12,910)	(Nil)	(12,910)
<b>Management Contract</b>	<b>5,374</b>	<b>Nil</b>	<b>Nil</b>	<b>5,374</b>
	(5,141)	(Nil)	(Nil)	(5,141)
a. Aquametro AG, Switzerland	<b>5,374</b>	<b>Nil</b>	<b>Nil</b>	<b>5,374</b>
	(5,141)	(Nil)	(Nil)	(5,141)
<b>Consultancy Services</b>	<b>Nil</b>	<b>Nil</b>	<b>2,500</b>	<b>2,500</b>
a. Mr. Satish Parekh	(Nil)	(Nil)	(Nil)	(Nil)
	<b>Nil</b>	<b>Nil</b>	<b>2,500</b>	<b>2,500</b>
	(Nil)	(Nil)	(Nil)	(Nil)
<b>Remuneration</b>	<b>Nil</b>	<b>Nil</b>	<b>2,925</b>	<b>2,925</b>
	(Nil)	(Nil)	(5,922)	(5,922)
a. Mr. Utkarsh Pundlik	<b>Nil</b>	<b>Nil</b>	<b>2,925</b>	<b>2,925</b>
	(Nil)	(Nil)	(Nil)	(Nil)
b. Mr. Yogesh Shah	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(Nil)	(2,552)	(2,552)
c. Mr. Milind Shinde	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(Nil)	(3,371)	(3,371)
<b>Rent Income</b>	<b>Nil</b>	<b>510</b>	<b>Nil</b>	<b>510</b>
	(Nil)	(590)	(Nil)	(590)
a. Integra Systems Pvt Ltd	<b>Nil</b>	<b>510</b>	<b>Nil</b>	<b>510</b>
	(Nil)	(590)	(Nil)	(590)
<b>Balance as on 31<sup>st</sup> March</b>				
<b>Payables</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(64)	(Nil)	(Nil)	(64)
a. Aquametro AG, Switzerland	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(64)	(Nil)	(Nil)	(64)
<b>Receivables</b>	<b>562</b>	<b>Nil</b>	<b>Nil</b>	<b>562</b>
	(331)	(6,313)	(Nil)	(6,644)
a. Aquametro AG, Switzerland	<b>562</b>	<b>Nil</b>	<b>Nil</b>	<b>562</b>
	(331)	(Nil)	(Nil)	(331)
b. Integra Systems Pvt Ltd	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(6,313)	(Nil)	(6,313)

Amounts in bracket indicate previous year figures

## 34. EARNING PER SHARE (EPS)

(Amount in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Basic and Diluted Earning per Share</b>		
Profit / (Loss) attributable to the equity shareholders	<b>20,883</b>	13,018
Weighted Average number of equity shares	<b>3,42,45,196</b>	3,42,45,196
Face Value per share (In ₹)	<b>1</b>	1
Basic Earning per share (In ₹)	<b>0.61</b>	0.38
Diluted Earning Per Share (In ₹)	<b>0.61</b>	0.38

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. The balances of trade receivables and trade payables are subject to adjustment if any on reconciliation/settlement.
37. All values in the Financial Statements are rounded off to the nearest thousands except otherwise stated.
38. Figures of the Previous year have been regrouped/ reclassified wherever necessary.

For K. C. Mehta & Co.  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434

Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332

Bhavin Kariya  
CFO

Place : Halol  
Date : May 11, 2017

Shalin S. Divatia  
Director  
DIN: 00749517

Harneetkaur Anand  
Secretary

### 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 (hereinafter referred to as "the Company") and its associate comprising of the consolidated Balance Sheet as at 31st March 2017, 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 in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed 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 of the assets of the Company and its associate 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, 2017, 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 ₹ 1,757 thousand for the year ended March 31, 2017 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 our reliance on the work done and 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 prescribed 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, 2017 taken on record by the Board of Directors of the Company none of the Directors of the Company, is disqualified as on 31st March, 2017 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 group and the operating effectiveness of such controls, refer to our separate report in Annexure A; 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 consolidated financial statements have disclosed the impact of pending litigations on consolidated financial position of the Company-Refer Note 29 to the consolidated financial statements;
  - ii. The consolidated financial statements 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.

- iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company – Refer Note 28 to the consolidated financial statements.

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

**Sd/-**  
**Chhaya M. Dave**  
**Partner**  
**Membership No. 100434**  
**Place: Vadodara**  
**Date: 11th May, 2017**

**ANNEXURE A TO THE DRAFT 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")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Integra Engineering India Limited (hereinafter 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 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 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 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, 2017, 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**

Sd/-

**Chhaya M. Dave**  
**Partner**  
**Membership No. 100434**  
**Place: Vadodara**  
**Date: 11th May, 2017**



CONSOLIDATED BALANCE SHEET as at 31<sup>st</sup> March, 2017

(Amount in ₹ '000)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
a) Share Capital	4	1,58,245	1,58,245
b) Reserves and Surplus	5	1,14,156	93,273
<b>Non-Current Liabilities</b>			
a) Long Term Provisions	6	396	-
<b>Current Liabilities</b>			
a) Trade Payables	7	-	-
-Due to micro and small enterprises		-	-
-Due to other than micro and small enterprises		40,589	29,674
b) Other Current Liabilities	8	13,779	18,661
c) Short Term Provisions	9	3,102	404
<b>TOTAL</b>		<b>3,30,268</b>	<b>3,00,258</b>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
(a) Fixed Assets	10		
(i) Tangible Assets		83,783	77,649
(ii) Intangible Assets		1,602	997
(b) Non Current Investment	11	-	-
(c) Deferred Tax Assets (Net)	12	6,788	15,381
(d) Long Term Loans and Advances	13	10,679	11,698
<b>Current Assets</b>			
(a) Inventories	14	60,159	52,667
(b) Trade Receivables	15	75,226	68,133
(c) Cash and Bank Balance	16	72,397	58,035
(d) Short Term Loans and Advances	17	17,647	14,080
(e) Other Current Assets	18	1,987	1,618
<b>TOTAL</b>		<b>3,30,268</b>	<b>3,00,258</b>
Significant Accounting Policies & Notes on Accounts	1 - 39		

As per our report of even date attached

For K. C. Mehta & Co.  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434

Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332

Shalin S. Divatia  
Director  
DIN: 00749517

Bhavin Kariya  
CFO

Harneetkaur Anand  
Secretary

Place : Halol  
Date : May 11, 2017

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31<sup>st</sup> March, 2017**

(Amount in ₹ '000)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>I. Revenue from Operations (Gross)</b>	<b>19</b>	<b>3,53,356</b>	2,90,855
Less: Excise Duty		33,988	28,007
Revenue from Operations (Net)		<b>3,19,368</b>	2,62,848
<b>II. Other Income</b>	<b>20</b>	<b>35,621</b>	24,686
<b>III. Total Revenue ( I + II )</b>		<b>3,54,989</b>	2,87,534
<b>IV. Expenses:</b>			
(a) Cost of Material Consumed	<b>21</b>	<b>1,63,432</b>	1,23,639
(b) Purchase of Stock in trade	<b>22</b>	<b>11,327</b>	7,432
(c) Change in Inventories	<b>23</b>	<b>2,434</b>	17,724
(d) Employee Benefit Expenses	<b>24</b>	<b>47,107</b>	44,763
(e) Finance Cost	<b>25</b>	<b>280</b>	1,283
(f) Depreciation and Amortisation Expense	<b>10</b>	<b>8,135</b>	7,603
(g) Other Expenses	<b>26</b>	<b>92,975</b>	65,781
<b>Total Expenses</b>		<b>3,25,691</b>	2,68,223
<b>V. Profit/ (Loss) before Tax (III-IV)</b>		<b>29,299</b>	19,311
<b>VI. Tax Expenses:</b>			
Current Tax		5,277	37
Deferred Tax		8,593	6,293
MAT Credit Entitlement		(5,277)	(37)
Income Tax Adjustment for Earlier years		(177)	-
<b>VII. Profit before share in Net Profit of associate (V-VI)</b>		<b>20,883</b>	13,018
Add: Share in net profit of associate		-	-
<b>VIII. Profit for the year</b>		<b>20,883</b>	13,018
<b>IX. Earning Per Share</b>			
(a) Basic		0.61	0.38
(b) Diluted		0.61	0.38
Significant Accounting Policies & Notes on Accounts	<b>1 - 39</b>		

As per our report of even date attached

For K. C. Mehta & Co.  
Chartered AccountantsSd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332Bhavni Kariya  
CFOPlace : Halol  
Date : May 11, 2017Shalin S. Divatia  
Director  
DIN: 00749517Harneetkaur Anand  
Secretary

**Consolidated Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2017**

(Amount in ₹ '000)

	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>[A] CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) before tax	29,299	19,311
<b>Adjustments for</b>		
Depreciation/Amortisation/Impairment of Fixed Assets	8,135	7,603
Interest Income	(5,062)	(4,539)
Interest Expenses	131	1,085
Provision for Doubtful Receivables/Advances/Sundry balances written off	1,322	(43)
Provision/Advances/Sundry Balances written back	(1,743)	(754)
Profit)/Loss on sale of Fixed Assets (Net)	(8,090)	(4,430)
<b>Operating profit / (Loss) before changes in working capital</b>	<b>23,993</b>	<b>18,233</b>
<b>Adjustment for (Increase)/Decrease in Operating Assets</b>		
Inventories	(7,492)	11,238
Trade Receivables	(8,415)	(17,812)
Loans and Advances	(1,774)	550
<b>Adjustment for (Increase)/Decrease in Operating Liabilities</b>		
Trade Payables	12,658	9,162
Provisions	31	259
Other Liabilities	(4,881)	-
<b>Cash flow from operations after changes in working capital</b>	<b>14,120</b>	<b>21,630</b>
Net Direct Taxes (Paid)/Refunded	2,014	1,756
<b>Net Cash Flow from/(used in) Operating Activities</b>	<b>16,134</b>	<b>23,386</b>
<b>[B] CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets including Capital Advances & CWIP	(16,112)	(3,629)
Sale of Fixed Assets	9,778	4,944
Interest Income	4,693	4,539
Bank Balances not considered as Cash and Cash Equivalents	7,932	9,289
<b>Net Cash Flow from/(used in) Investing Activities</b>	<b>6,291</b>	<b>15,143</b>
<b>[C] CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Borrowings	-	(32,966)
Interest Expenses	(131)	(1,085)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>(131)</b>	<b>(34,051)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>22,294</b>	<b>4,479</b>
Cash & Cash Equivalents at beginning of period (see Note 1)	27,141	22,663
<b>Cash and Cash Equivalents at end of period (see Note 1)</b>	<b>49,435</b>	<b>27,141</b>
<b>Notes:</b>		
<b>1 Cash and Cash equivalents comprise of:</b>		
Cash on Hands	226	241
Balance with Banks	14,810	5,102
Short-term investment	34,399	21,797
<b>Cash and Cash equivalents</b>	<b>49,436</b>	<b>27,141</b>
Effect of Unrealised foreign exchange (gain)/loss (Net)	-	-
<b>Cash and Cash equivalents as restated</b>	<b>49,436</b>	<b>27,141</b>
2	The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (AS) 3 "Cash Flow Statement" prescribed under the Companies (Accounting Standards) Rules, 2006.	
3	Figures of the previous year have been regrouped / reclassified wherever necessary.	

As per our report of even date attached

**For K. C. Mehta & Co.**  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332

Shalin S. Divatia  
Director  
DIN: 00749517

Harneetkaur Anand  
Secretary

Bhavin Kariya  
CFO

Place : Halol  
Date : May 11, 2017

**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****A. 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 (as amended) prescribed 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.

**B. 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 2017, and have been consolidated based on unaudited financial statements as certified by the management.

**C. 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.

**D. 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.

In case of associate, Sales of products and services are recognised at the point of dispatch and services rendered.

**(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.

**E. 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.

**F. 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.

**G. Property, Plant and Equipment:**

Property, Plant & Equipments (PPE) comprises of Tangible assets. PPE are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation until the date of the Balance Sheet. The Cost of an PPE comprises of its purchase price or its construction costs (net of applicable tax credit, if any), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management and decommissioning costs. It includes professional fees and, for qualifying PPE, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified

to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and material value and subsequent expenditure on PPE arising on account of capital improvement or other factors are accounted for as separate components. Capital work in progress includes the cost of PPE that are not yet ready for the intended use.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the PPE. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the PPE and is recognised in the Statement of Profit and Loss.

The Company has provided for depreciation using straight line method. In case of associate, depreciation on PPE assets is provided using reducing balance method over the useful lives of the assets. Useful lives of each class of PPE for the Company and its associate as prescribed under Part C of Schedule II to the Companies Act, 2013 are as under :-

Asset Description	Assets Useful life (in Years)
Roads	10
Buildings	30
Plant and machinery	15
Computers	3
Computer Networks	6
Furniture & Fixtures	10
Vehicle	8

#### H. 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.

#### I. 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.

#### J. 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.

#### K. 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

#### L. 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.

#### M. 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.

**N. 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, 196

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.

**O. 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.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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

Name of the Company	Relationship	Country of Incorporation	Group's Proportion of Ownership Interest	
			31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
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 a % of Consolidated Net Assets	(Amount in ₹ '000)
<b>Integra Engineering India Limited (Parent)</b>	100	2,72,401	100	20,883
<b>Subsidiaries:</b> 1. Foreign: NA 2. Indian: NA				
<b>Associates :</b> (Investment as per the equity method) 1. Indian: Integra Systems Private Limited 2. Foreign: NA	(Refer Note 12b)	(16,170)	(Refer Note 12b)	3,514
<b>Total</b>	100	2,72,401	100	20,883

**4 SHARE CAPITAL**

**a.** Share Capital consists of the following:

(Amount in ₹ '000)

	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Authorised</b>		
212,000,000 Equity Shares of ₹ 1/- each	2,12,000	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)	1,40,000	1,40,000
	<b>3,55,000</b>	355,000
<b>Issued, Subscribed and Paid Up</b>		
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.	1,24,000	1,24,000
	<b>1,58,245</b>	1,58,245

**b.** Shares held by Holding Company :

	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	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%	1,24,00,000	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 :**

Particulars	No. of Shares	Amount in ₹ '000
As at 1st April, 2015	3,42,45,196	34,245
Additions/(Reductions)	-	-
As at 31st March,2016	3,42,45,196	34,245
<b>As at 1st April,2016</b>	<b>3,42,45,196</b>	<b>34,245</b>
Additions/(Reductions)	-	-
<b>As at 31st March,2017</b>	<b>3,42,45,196</b>	<b>34,245</b>

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

Particulars	No. of Shares	Amount in ₹.000)
As at 1st April, 2015	1,24,00,000	1,24,000
Additions/(Reductions)	-	-
As at 31st March,2016	1,24,00,000	1,24,000
<b>As at 1st April, 2016</b>	<b>1,24,00,000</b>	<b>1,24,000</b>
Additions/(Reductions)	-	-
<b>As at 31st March,2017</b>	<b>1,24,00,000</b>	<b>1,24,000</b>

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

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	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	<b>1,87,23,341</b>	<b>54.67%</b>	1,87,23,341	54.67%
4% Cumulative Redeemable Preference shares of ₹ 10 each fully paid up Integra Holding AG	<b>1,24,00,000</b>	<b>100.00%</b>	1,24,00,000	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.



**5 RESERVES AND SURPLUS**

Reserves and Surplus consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016	
a. Capital Reserve			
- Central Government Cash Subsidy	2,412	2,412	
- State Government Cash Subsidy	4,764	4,764	
<b>Total (a)</b>	<b>7,176</b>	<b>7,176</b>	
b. Profit on Re-issue of Forfeited Shares	33	33	
<b>Total (b)</b>	<b>33</b>	<b>33</b>	
c. Securities Premium Account	32,948	32,948	
<b>Total (c)</b>	<b>32,948</b>	<b>32,948</b>	
d. General Reserve	17,700	17,700	
<b>Total (d)</b>	<b>17,700</b>	<b>17,700</b>	
e. Surplus in Statement of Profit & Loss			
Opening balance	35,416	22,398	
Net Profit for the year	20,883	13,018	
<b>Total (e)</b>	<b>56,299</b>	<b>35,416</b>	
<b>TOTAL</b>	<b>Total (a to e)</b>	<b>1,14,156</b>	<b>93,273</b>

**6 LONG TERM PROVISIONS**

Long term provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Provision for Employee Benefits	396	-
<b>TOTAL</b>	<b>396</b>	<b>-</b>

**7 TRADE PAYABLES**

Trade Payables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Due to Micro & Small Enterprise*	-	-
Due to others	40,589	29,674
<b>TOTAL</b>	<b>40,589</b>	<b>29,674</b>

\*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 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Trade Deposit and Advance	2,891	4,514
Advance From Customers	782	6,013
Statutory dues payable	2,361	1,769
Expenses Payable	7,746	6,365
<b>TOTAL</b>	<b>13,779</b>	<b>18,661</b>

**9 SHORT TERM PROVISIONS**

Short Term Provisions consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Provisions for Employee benefits	39	404
Provision for tax (Net of Advance tax)	3,063	-
<b>TOTAL</b>	<b>3,102</b>	<b>404</b>

## 10 FIXED ASSETS

(Amount in ₹ '000)

Particulars / Assets	TANGIBLE ASSETS						INTANGIBLE ASSETS		
	Freehold land	Buildings	Plant and machinery	Computers	Furniture & Fixtures	Vehicle	Total	Software	Total
<b>Cost or valuation</b>									
<b>At 1 April 2015</b>	944	56,992	1,72,037	6,646	12,744	3,253	2,52,616	5,756	2,58,371
Additions	-	-	3,065	30	534	-	3,629	-	3,629
Disposals	-	-	4,404	368	60	1,770	6,602	-	6,602
<b>At 31 March 2016</b>	944	56,992	1,70,697	6,308	13,218	1,483	2,49,642	5,756	2,55,398
Additions	-	3,220	11,149	194	708	-	15,271	1,292	16,563
Disposals	-	-	37,999	-	-	623	38,623	-	38,623
<b>At 31 March 2017</b>	944	60,213	1,43,847	6,502	13,925	860	2,26,291	7,047	2,33,338
<b>Depreciation</b>									
<b>At 1 April 2015</b>	-	37,911	1,13,674	6,011	10,619	2,712	1,70,926	4,311	1,75,237
Charge for the year	-	1,445	4,687	110	833	80	7,155	448	7,603
Disposals	-	-	3,984	365	58	1,681	6,088	-	6,088
<b>At 31 March 2016</b>	-	39,356	1,14,377	5,756	11,394	1,111	1,71,993	4,759	1,76,752
Charge for the year	-	1,245	5,385	130	653	37	7,449	686	8,135
Disposals	-	-	36,605	-	-	329	36,934	-	36,934
<b>At 31 March 2017</b>	-	40,601	83,156	5,886	12,046	818	1,42,508	5,445	1,47,953
<b>Net Block</b>									
<b>At 31 March 2016</b>	944	17,636	56,320	552	1,824	373	77,649	997	78,646
<b>At 31 March 2017</b>	944	19,612	60,691	616	1,879	42	83,783	1,602	85,385

## 11 NON CURRENT INVESTMENT

Non Current Investment consists of the following:

(Amount In ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Trade Investment</b>		
<b>In Unquoted Equity Shares of</b>		
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
<b>TOTAL</b>	-	-

@ The Company's share of losses of the associate exceeds the carrying value of the investment and hence, the Company has discontinued recognising its share of further losses and the investment is reported at nil value.

**12 DEFERRED TAX ASSETS (Net)**

The deferred tax liabilities/(assets) arising out of significant timing differences are as under:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
Difference between book depreciation and tax depreciation	-	10,631	-	9,741
Provision for doubtful debts /advances/Diminution in Value of Inventories	116	-	1,786	-
Provision for Leave Encashment	112	-	125	-
Deferred payments	-	-	379	-
Carried Forward Business Loss/Unabsorbed depreciation	17,191	-	22,831*	-
<b>Total</b>	<b>17,419</b>	<b>10,631</b>	<b>25,122</b>	<b>9,741</b>
Net Deferred Tax Asset/(Liability)	<b>6,788</b>	-	15,381	-

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

**13 LONG TERM LOANS AND ADVANCES**

Long Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
(Unsecured, Considered Good)		
Deposits	1,754	770
Advance Tax (Net of provisions)	8,925	10,476
Capital Advance	-	451
<b>TOTAL</b>	<b>10,679</b>	<b>11,698</b>

**14 INVENTORIES**

a. Inventories consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Raw Material	40,469	31,093
Work in Progress	15,684	16,893
Stock in Trade	1,063	2,289
Stores and Spare Parts	2,943	2,392
<b>TOTAL</b>	<b>60,159</b>	<b>52,667</b>

For basis of valuation of inventories refer Note No.2 (K)

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

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
- Machine and Mechanical Appliances	5,570	10,421
- Relays	6,490	4,925
- Others	3,624	1,547
<b>TOTAL</b>	<b>15,684</b>	<b>16,893</b>

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

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Laboratory Equipment	-	142
Electrical Equipment	1,063	2,146
<b>TOTAL</b>	<b>1,063</b>	<b>2,289</b>

**15 TRADE RECEIVABLES**

Trade Receivables consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>(a) Outstanding for a period exceeding six months from the date they were due for payment</b>		
-Unsecured, Considered Good	-	5,261
-Unsecured, Considered Doubtful	452	5,779
	452	11,040
Less: Provision for Doubtful debts	452	5,779
<b>Total (a)</b>	-	5,261
<b>(b) Other Trade Receivables</b>		
-Unsecured, Considered Good		
Due from related Parties*	562	6,644
-Others	74,664	56,229
<b>Total (b)</b>	75,226	62,873
<b>TOTAL (a+b)</b>	75,226	68,133

\*Represents due from Integra Systems Pvt. Ltd. ₹ NIL (P.Y. ₹ 6313/- thousands), Aquametro AG ₹ 562/- thousands (P.Y. ₹ 331/- thousands).

**16 CASH AND BANK BALANCE**

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
a) Cash and cash equivalent		
Cash In Hand	226	241
Balance with Banks in		
- Current Account	181	1,425
- Overdraft*	14,629	3,677
- Deposits Account	34,399	21,797
b) Other Bank Balance		
- Deposits -Security against the borrowings	22,961	30,894
<b>TOTAL</b>	72,397	58,035

\*Balances with banks include overdraft facility from ICICI Bank and Dena Bank secured by pledge of Fixed Deposits.

**17 SHORT TERM LOANS AND ADVANCES**

Short Term Loans And Advances consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
(Unsecured, Considered Good)		
Advances Recoverable in cash or in kind or for value to be received	5,511	3,345
Advance to Supplier	1,805	2,350
Advance Tax (Net of provisions)	-	2,086
MAT Credit Entitlement	9,394	4,532
Deposit with Government Department	937	1,767
<b>TOTAL</b>	17,647	14,080

**18 Other Current Assets**

Other Current Assets consists of the following:

(Amount in ₹ '000)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Accrued Interest	1,987	1,618
<b>TOTAL</b>	1,987	1,618

**19 REVENUE FROM OPERATION**

a. Revenue From Operation consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Sale of Product	3,36,930	2,63,070
Sale of Services	4,725	16,942
Other Operating Revenues	11,701	10,842
<b>TOTAL</b>	<b>3,53,356</b>	<b>2,90,855</b>

b. Sale of Products have been classified under Broad Heads as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>a. Manufactured Goods</b>		
-Draw Frames	-	6,907
-Relays	1,60,248	89,041
-Machine and Mechanical Appliances*	1,54,918	1,67,122
<b>Total (a)</b>	<b>3,15,166</b>	<b>2,52,800</b>
<b>b. Traded Goods</b>		
-Electrical Equipment	21,764	10,271
<b>Total (b)</b>	<b>21,764</b>	<b>10,271</b>
	<b>3,36,930</b>	<b>2,63,070</b>

c. Sale of Services have been classified under Broad Heads as follows:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Services Rendered</b>		
-Erection and commissioning / Labour Job	4,725	16,942
<b>Total (c)</b>	<b>4,725</b>	<b>16,942</b>

\* 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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Rent Income	14,428	14,320
Interest Income	5,062	4,539
Excess Liabilities written back	1,743	754
Reversal of Provision for Doubtful Debts	5,681	298
Profit on sale of assets	8,090	4,430
Exchange Fluctuation (Net)	86	-
Miscellaneous receipts	532	346
<b>TOTAL</b>	<b>35,621</b>	<b>24,686</b>

**21 COST OF MATERIAL**

a. Cost Of Material consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>a. Consumption of Raw Material</b>		
Opening Stock	31,093	39,920
Add : Purchases	1,72,808	1,14,812
Less: Reversal of Provision for Diminution in Inventory	-	15,161
Add : Inventory written off	-	15,161
	<b>2,03,901</b>	<b>1,54,732</b>
Less: Closing Stock	40,469	31,093
<b>TOTAL</b>	<b>1,63,432</b>	<b>1,23,639</b>

b. Material consumed comprises of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>a. Raw Materials</b>		
Steel Rounds, Bars, Plates and Castings	48,643	44,279
Components and Others*	1,14,788	79,360
<b>Total (a)</b>	<b>1,63,432</b>	<b>1,23,639</b>

\* 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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Trading Materials - Electrical Equipment	11,327	7,432
<b>Total</b>	<b>11,327</b>	<b>7,432</b>

**23 CHANGES IN INVENTORIES**

Changes In Inventories consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Work-in-Progress</b>		
-Opening Stock		
-Work in progress	16,893	36,178
-stock in Trade	2,289	727
	<b>19,181</b>	<b>36,905</b>
<b>Closing Stock</b>		
-Work in progress	15,684	16,893
-stock in Trade	1,063	2,289
	<b>16,747</b>	<b>19,181</b>
<b>TOTAL</b>	<b>2,434</b>	<b>17,724</b>

**24 EMPLOYEE BENEFIT EXPENSES**

Employee Benefit Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Salaries and Wages	37,267	33,805
Contribution to Provident and Other Funds	2,659	4,281
Workmen and Staff Welfare Expenses	7,181	6,677
<b>TOTAL</b>	<b>47,107</b>	<b>44,763</b>

**25 FINANCE COST**

Finance Cost consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Interest on Bank Loan	131	1,085
Bank Charges and Commission	148	197
<b>TOTAL</b>	<b>280</b>	<b>1,283</b>

**26 OTHER EXPENSES**

Other Expenses consists of the following:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Consumption of Stores & Spares and Tools	11,231	12,002
Job Work and Processing Charges	12,101	9,559
Labour Charges	18,185	14,293
Power & Fuel	6,725	6,044
Repairs to -Factory Building	2,658	581
-Plant & Machinery	289	330
-Others	1,987	2,031
Insurance Expenses	809	608
Audit Fees	575	575
Legal and Professional Charges	7,163	3,007
Miscellaneous Expenses*	10,353	5,106
Exchange Fluctuation (Net)	-	77
Rent	1,051	399
Rates and Taxes	181	224
Security and other Services	1,993	1,694
Travelling Expenses	2,640	3,481
Commission / Brokerage	2,460	1,812
Selling and Distribution expenses	4,420	2,646
Sales Promotion Expenses	1,153	436
Bad Debts written off	6,650	621
Provision for Doubtful Debts	353	255
<b>TOTAL</b>	<b>92,975</b>	<b>65,781</b>

\*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 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
As Auditors	575	575
For Taxation Matters	202	17
For Other Services	150	150
Reimbursement of Expenses	45	86
<b>TOTAL</b>	<b>972</b>	<b>828</b>

**27. Estimated amount of contracts remaining to be executed is ₹ NIL (P.Y. ₹ 1353 thousands).**

**28 Disclosure required for Specified Bank Notes (SBN) is as follows:-**

(Amount in ₹)

Particulars	Specified Bank Notes	Other Denomination	Total
Closing Cash in hand as on 8th November, 2016	1,41,000	6,68,773	8,09,773
Add: Permitted Receipts	-	1,93,670	1,93,670
Less: Permitted Payments	-	1,21,021	1,21,021
Less: Amount Deposited in Banks	1,41,000	-	1,41,000
Closing Cash in hand as on 30th December, 2016	-	7,41,422	7,41,422

**29 CONTINGENT LIABILITIES**

Contingent Liabilities not provided for are classified as under:

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Income Tax	23,964	9,112
Excise / Service tax Matters	17,529	11,179
Bank Guarantee	125	285
Bonus Provision for 2014-2015	371	371
Dividend on 4% Cumulative Redeemable Preference Shares	61,630	56,670
Claims against the Company before Labour Court	Amount not ascertainable	Amount not ascertainable
Pending Labour Cases	3,215	625

**30 Additional information pursuant to para 5 of Part II of Schedule III to the Companies Act, 2013.****a. CIF value of Imports**

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Raw Material & Components	7,006	9,236
Stores and Spares	209	151
<b>TOTAL</b>	<b>7,215</b>	<b>9,386</b>

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

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017		For the year ended 31 <sup>st</sup> March, 2016	
	%	(Amount in ₹ '000)	%	(Amount in ₹ '000)
Raw Materials and Components				
Imported	2.11%	3,446	3.71%	4,589
Indigenous	97.89%	1,59,986	96.29%	1,19,050
<b>Total</b>	<b>100.00%</b>	<b>1,63,432</b>	<b>100.00%</b>	<b>1,23,639</b>
Stores and Spares:				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	11,231	100.00%	12,002
<b>Total</b>	<b>100.00%</b>	<b>11,231</b>	<b>100.00%</b>	<b>12,002</b>

**c. Earnings in foreign currency**

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Export Value of Goods Calculated on FOB Basis	-	834
Other Earnings	5,374	5,141
<b>TOTAL</b>	<b>5,374</b>	<b>5,975</b>



**31 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 three months. 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.

**32 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 :

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Contribution to Provident Fund	1,381	1,513
Contribution to Super Annuation Fund	150	351
<b>TOTAL</b>	<b>1,531</b>	<b>1,864</b>

**(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, 2017 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, 2017.

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

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
	Gratuity (Funded)	Gratuity (Funded)
<b>I. Defined Benefit obligation</b>		
Current Service Cost	265	319
Interest Cost	341	499
Actuarial (gain)/ loss on obligations	(275)	782
Benefits paid	(110)	(3,524)
PVO at the beginning of the year	4,315	6,239
PVO at the end of the year	4,537	4,315

## II. Reconciliation of the fair value of Plan Assets

(Amount in ₹ '000)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
Expected return on Plan Assets	378	347
Actuarial gain / (Loss) on Plan Assets		
Contributions by employer	242	28
Benefits Paid	(110)	(3,524)
Expenses	-	-
Adjustment to Opening Balance	190	-
Fair value of Plan Assets at the beginning of the year	4,435	7,584
Fair value of Plan Assets at the end of the year	5,136	4,435
III. Reconciliation of PVO and Fair value of Plan of assets		
PVO at the end of the year	4,537	4,315
fair value of Planned assets at the end of the year	5,136	4,435
Funded Status	(599)	(120)
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance sheet	(599)	(120)
IV. Net cost for the Period ended 31st March		
Current Service Cost	265	319
Interest Cost on benefit obligation	341	499
Expected return on Plan Assets	378	347
Actuarial (gain)/ loss on obligations	(275)	782
Net Cost	(47)	1,253

## V. Assumption used in accounting for the gratuity plan

	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Mortality		
Withdrawal Rates	1.00% P.A.	1.00% P.A.
Discount Rate (%)	7.50	8
Salary escalation rate (%)	5	5
Rate of Return on Plan Assets (%)	7.50	7.83

## VI. Experience Adjustment

Particulars	2016-2017	2015-2016	2014-2015	2013	2012
Experience adjustment on account of plan liabilities [Gain / (Loss)]	*	(782)	135	1,038	142
Experience adjustment on account of plan assets [Gain / (Loss)]	*	285	37	419	325

\* Information not available.

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

**34. 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
Aquametro AG, Switzerland	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Mr. Satish Parekh	Non Executive Director (w.e.f 1st June, 2016 to 11th May, 2017)
Mr. Utkarsh Pundlik	Key Management Personnel (w.e.f 1st June, 2016)
Mr. Yogesh Shah	Key Management Personnel (till 12th August, 2015)
Mr. Milind Shingate	Key Management Personnel (From 3rd August, 2015 to 29th February, 2016)

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate Key	Key Management Personnel	Total
<b>Material Purchase</b>	<b>1,416</b>	<b>4,762</b>	<b>Nil</b>	<b>6,178</b>
	(5,440)	(6,733)	(Nil)	(12,173)
a. Aquametro AG, Switzerland	<b>1,416</b>	<b>Nil</b>	<b>Nil</b>	<b>1,416</b>
	(5,440)	(Nil)	(Nil)	(5,440)
b. Integra Systems Pvt Ltd	<b>Nil</b>	<b>4,762</b>	<b>Nil</b>	<b>4,762</b>
	(Nil)	(6,733)	(Nil)	(6,733)
<b>Sales</b>	<b>Nil</b>	<b>2,028</b>	<b>Nil</b>	<b>2,028</b>
	(Nil)	(12,910)	(Nil)	(12,910)
a. Integra Systems Pvt Ltd	<b>Nil</b>	<b>2,028</b>	<b>Nil</b>	<b>2,028</b>
	(Nil)	(12,910)	(Nil)	(12,910)
<b>Management Contract</b>	<b>5,374</b>	<b>Nil</b>	<b>Nil</b>	<b>5,374</b>
	(5,141)	(Nil)	(Nil)	(5,141)
a. Aquametro AG, Switzerland	<b>5,374</b>	<b>Nil</b>	<b>Nil</b>	<b>5,374</b>
	(5,141)	(Nil)	(Nil)	(5,141)
<b>Consultancy Services</b>	<b>Nil</b>	<b>Nil</b>	<b>2,500</b>	<b>2,500</b>
a. Mr. Satish Parekh	(Nil)	(Nil)	(Nil)	(Nil)
	<b>Nil</b>	<b>Nil</b>	<b>2,500</b>	<b>2,500</b>
	(Nil)	(Nil)	(Nil)	(Nil)
<b>Remuneration</b>	<b>Nil</b>	<b>Nil</b>	<b>2,925</b>	<b>2,925</b>
	(Nil)	(Nil)	(5,922)	(5,922)
a. Mr. Utkarsh Pundlik	<b>Nil</b>	<b>Nil</b>	<b>2,925</b>	<b>2,925</b>
	(Nil)	(Nil)	(Nil)	(Nil)
b. Mr. Yogesh Shah	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(Nil)	(2,552)	(2,552)
c. Mr. Milind Shinde	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(Nil)	(3,371)	(3,371)
<b>Rent Income</b>	<b>Nil</b>	<b>510</b>	<b>Nil</b>	<b>510</b>
	(Nil)	(590)	(Nil)	(590)
a. Integra Systems Pvt Ltd	<b>Nil</b>	<b>510</b>	<b>Nil</b>	<b>510</b>
	(Nil)	(590)	(Nil)	(590)
<b>Balance as on 31<sup>st</sup> March</b>				
<b>Payables</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(64)	(Nil)	(Nil)	(64)
a. Aquametro AG, Switzerland	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(64)	(Nil)	(Nil)	(64)
<b>Receivables</b>	<b>562</b>	<b>Nil</b>	<b>Nil</b>	<b>562</b>
	(331)	(6,313)	(Nil)	(6,644)
a. Aquametro AG, Switzerland	<b>562</b>	<b>Nil</b>	<b>Nil</b>	<b>562</b>
	(331)	(Nil)	(Nil)	(331)
b. Integra Systems Pvt Ltd	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	(Nil)	(6,313)	(Nil)	(6,313)

Amounts in bracket indicate previous year figures

## 35. EARNING PER SHARE (EPS)

(Amount in ₹ )

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Basic and Diluted Earning per Share</b>		
Profit / (Loss) attributable to the equity shareholders	<b>20,883</b>	13,018
Weighted Average number of equity shares	<b>3,42,45,196</b>	3,42,45,196
Face Value per share (In ₹)	<b>1</b>	1
Basic Earning per share (In ₹)	<b>0.61</b>	0.38
Diluted Earning Per Share (In ₹)	<b>0.61</b>	0.38

36. 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.
37. The balances of trade receivables and trade payables are subject to adjustment if any on reconciliation/settlement.
38. All values in the Financial Statements are rounded off to the nearest thousands except otherwise stated.
39. Figures of the Previous year have been regrouped/ reclassified wherever necessary.

For K. C. Mehta & Co.  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

For and on behalf of the Board

Adrian Oehler  
Director  
DIN: 00360332

Bhavin Kariya  
CFO

Place : Halol  
Date : May 11, 2017

Shalin S. Divatia  
Director  
DIN: 00749517

Harneetkaur Anand  
Secretary

## 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:** The following information shall be furnished at the end of the statement :

- 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 Associate Company	Latest balance sheet dated	Shares of associate held by the company on the year end		Net worth attributable to shareholding as per latest balance sheet	Profit / loss		
		Nos.	Amount of investment in associate		For the year	Considered in consolidation	Not Considered in consolidation
Integra System Pvt Ltd	31/03/2017 (Unaudited)	100	1,000	(16,170)	3,514	NIL	1,757
	31/03/2016 (Audited)	100	1,000	(19,683)	2,076	NIL	1,038

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

**For K. C. Mehta & Co.**  
Chartered Accountants

Sd/-  
Chhaya M. Dave  
Partner  
Membership No. 100434  
Place : Halol  
Date : May 11, 2017

**For and on behalf of the Board**

Adrian Oehler  
Director  
DIN: 00360332

Shalin S. Divatia  
Director  
DIN: 00749517

Bhavin Kariya  
CFO

Harneetkaur Anand  
Secretary

Place : Halol  
Date : May 11, 2017



**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 \_\_\_\_\_

2. 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 FIFTH ANNUAL GENERAL MEETING of the Company to be held on 19<sup>th</sup> July, 2017 at 04:00 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 Ms. Corinne Raez having [DIN: 03531399], who retires by rotation and is eligible for re-appointment		
3.	Appointment of Statutory Auditors		

**Special Business :**

Sr. No.	Resolutions	Options*	
		For	Against
4.	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 35<sup>th</sup> 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 Ms. Corinne Raez having [DIN: 03531399], who retires by rotation and is eligible for re-appointment			
3.	Appointment of Statutory Auditors			

**Special Business :**

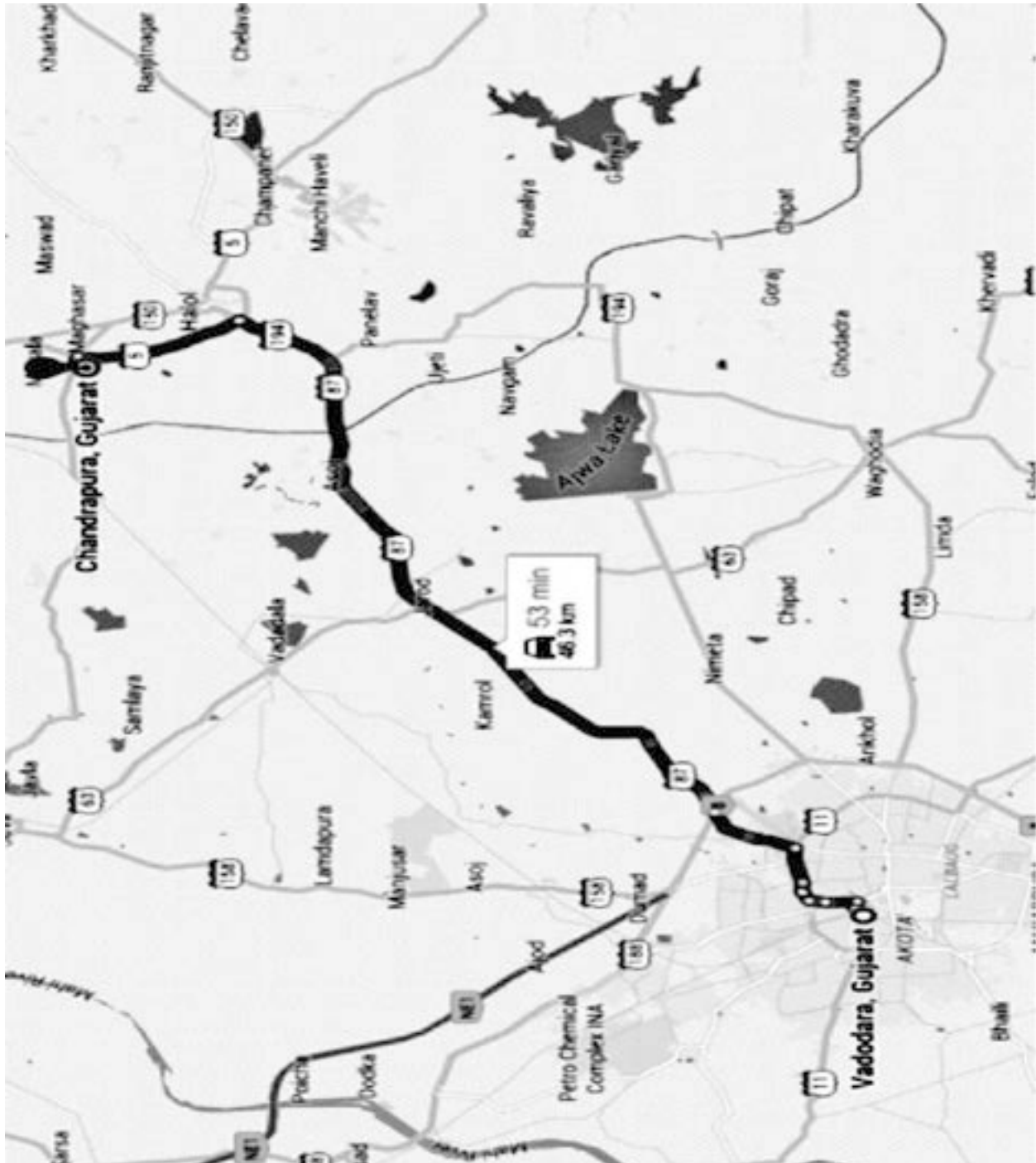
Sr. No.	Resolutions	No. of Shares held by me	Options	
			Assent	Dissent
4.	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013			

## Note:

- For the resolutions, explanatory statement and notes, please refer to the notice of 35<sup>th</sup> Annual General Meeting.
- Please complete all details in above box before submission.







**Note:** Conveyance facility to the shareholders of Integra Engineering India Limited will be made available from the Vadodra Railway Station, Opp. Vadodra Bus Station at 03:00 p.m. to the venue of 35<sup>th</sup> AGM of the Company dated 19<sup>th</sup> July, 2017. However, shareholders intending to attend the 35<sup>th</sup> AGM are requested to approach the Company with prior intimation in order to make proper arrangements.

## **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](http://www.integraengineering.in)

CIN: L29199GJ1981PLC028741