

# Entegra Limited

Corporate office – 99 Niranjana Building, Marine Drive, Mumbai – 400 002 Tel – 022

22818432

CIN -L31101MH1995PLC085471

February 14, 2019

The Secretary / Corporate Relationship Dept.

**The Bombay Stock Exchange Limited.**

P.J. Towers,

Dalal Street, Fort,

Mumbai 400001.

The Manager

Listing Department,

**National Stock Exchange of India Ltd.**

'Exchange Plaza', C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai 400051.

**Stock Code:** 532287

**Stock Code:** ENTEGRA

**Ref: ISIN INE826A01028**

Dear Sir / Madam,

**Sub: Outcome of Meeting held on February 14, 2019**

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly be informed that the Directors at its said Meeting has inter-alia approved the following matters:

1. Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2018, both, on standalone basis (as enclosed); and
2. Limited Review Reports, on standalone Unaudited Financial Results for the quarter and Nine months ended December 31, 2018, issued by the Statutory Auditors of the Company (as enclosed).

The said Unaudited Financial Results and Limited Review Reports are prepared in accordance with the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The said Unaudited Financial Results are also made available on the Stock Exchanges viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

The Meeting concluded at 6.00 p.m. (18:00 hours).

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For Entegra Limited



**Warij Kasliwal**  
Authorized Signatory



Encl: as above

# Entegra Limited

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ENTEGRA LIMITED							
STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 31ST DECEMBER, 2018							
CIN: L72200MH2000PLC130073							
PART I						Rs.In Lakhs	
SR No.	PARTICULARS	STANDALONE RESULTS					
		Quarter Ended			Nine Months Ended		Year Ended
		Dec-18	Sep-18	Dec-17	Dec-18	Dec-17	Mar-18
		Unaudited	Unaudited	Unaudited	Unaudited	Audited	
1	<b>Income from Operations</b>						
	a. Revenue from Operations	-	-	-	-	-	
	b. Other Income	-	-	-	-	0.11	
	<b>Total Income from operations (Net)</b>	-	-	-	-	<b>0.11</b>	
2	<b>Expenditure</b>						
	a. cost of materials consumed	-	-	-	-	-	
	b. Purchases of Stock-in-trade	-	-	-	-	-	
	c. Changes in inventories	-	-	-	-	-	
	d. Employees cost	-	-	-	-	-	
	e. Finance Costs	-	-	-	-	-	
	f. Depreciation and amortisation expenses	0.32	0.32	0.32	0.96	0.96	
	g. Other expenses	5.92	5.92	3.00	17.76	9.00	
	<b>Total Expenses</b>	<b>6.24</b>	<b>6.24</b>	<b>3.32</b>	<b>18.72</b>	<b>9.96</b>	
3	<b>Profit / (Loss) before Extraordinary and Exceptional Items (1-2)</b>	<b>(6.24)</b>	<b>(6.24)</b>	<b>(3.32)</b>	<b>(18.72)</b>	<b>(9.96)</b>	
4	Exceptional Items	-	-	-	-	-	
5	Extraordinary Items	-	-	-	-	-	
6	<b>Proffit/(Loss) before tax (3-4-5)</b>	<b>(6.24)</b>	<b>(6.24)</b>	<b>(3.32)</b>	<b>(18.72)</b>	<b>(9.96)</b>	
7	Tax expense						
	Current Tax	-	-	-	-	-	
	Deffered Tax	-	-	-	-	-	
8	<b>Profit /(Loss) for the period (6-7)</b>	<b>(6.24)</b>	<b>(6.24)</b>	<b>(3.32)</b>	<b>(18.72)</b>	<b>(9.96)</b>	
9	Other Comprehensive Income (OCI)	-	-	-	-	-	
10	<b>Total Comprehensive Income (8+9)</b>	<b>(6.24)</b>	<b>(6.24)</b>	<b>(3.32)</b>	<b>(18.72)</b>	<b>(9.96)</b>	
11	Earnings Per Share (EPS)						
	- Basic EPS	(0.002)	(0.002)	(0.001)	(0.006)	(0.003)	
	- Diluted EPS	(0.002)	(0.002)	(0.001)	(0.006)	(0.003)	



*Handwritten signature in blue ink.*

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## I. Notes

1. Since no Audit Committee and Board meeting was conducted, the above financial results of the Company for the Quarter ended and nine months ended December 31, 2018, have not been reviewed and approved by the Audit Committee by the Board respectively. The financial results for quarter and nine months ended December 31, 2018 have been subjected to Limited review with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Auditors have expressed a disclaimer audit opinion.
2. The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. However, the Company has carried all its financial assets and financial liabilities at deemed cost which is not in line with the aforesaid IND-AS, consequential impact of which is unascertainable.
3. The format for above Unaudited Financial Results, as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30th November, 2015, has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind-AS and Schedule III to the Companies Act, 2013.
4. The Company has not carried out Internal Audit as well as Secretarial Audit as required under the Audit further the Company has also not strictly not complied with Provisions of Companies Act.
5. The Company had made investment in its subsidiary company named Shree Maheshwar Hydel Power Corporation Limited, the shares of the said step down subsidiary Company were pledged with Power Finance Corporation (PFC) against loan, due to non-repayment these pledged shares were invoked by PFC on 2nd December, 2016. On account of illegal invoking of shares by PFC the Company had moved to National Company Law Tribunal, whose judgment was declared favor of Company stating the invocation as invalid on 15th June, 2017. PFC has appealed at NCALT. In view of the said dispute the Company continues to show the said assets in its books at Cost Rs 6,152,990,000 as the same are Long term Strategic Investment. In respect of Other Subsidiary amounting to Rs 1,01,00,000 the Company's is of the Opinion that there is no Diminution in value of investment and hence continues to carry at cost.
6. The Company in its earlier year had taken loan from Central Bank of India (CBI), due to non-repayment of said loan CBI has assigned the said loan to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARCL). The Company has non booked interest on the said loan amounting to Rs. 3687,92,420 for the quarter ended December 2018 and 10636,69,428 for nine months ended December 2018 based on management estimates the liability that exists in the books of accounts would be sufficient to meet the proposed One Time Settlement (OTS) which will be negotiated with EARCL. Further as the said loan is a Non Performing Asset Confirmation in the said regards is also not available. Also, the Company has not booked total interest on the said loan till 31<sup>st</sup> December 2018 amounting to Rs 50574,23,604.
7. The Company has given deposit given to one of the party which is shown under the head Other Non-Current Financial Assets amounting to Rs20,00,00,000. The said deposit is given for occupying rent free area in the proposed newly constructed building. However the said project is still on hold by the developer but the management is hopeful of its performance in near future.
8. Balances under the heads Borrowings, Trade Payable, Other Current Liabilities, Other Financial Liabilities, Other Financial Assets, Trade Receivable, Other non current financial assets, Fixed Deposit and a Bank Account being dormant are subject to confirmation and reconciliation, if any, from the respective parties and consequential reconciliation - Amount presently unascertainable.
9. The Company has not made provision for group Company balances in respect of Other Non Current Financial Assets, Loans and Trade Receivables amounting to Rs677,955,442, Rs8,097,720, and Rs 63,567,771 respectively against which no recovery/ performance has been done as the management is of the view that the said balances are good and would recovered once the group power project is revived.



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10. The Company has been incurring constant losses further the Company is a Holding Company of Shree Maheshwar Hydel Power Corporation Limited, the said has limited development due to various reasons further there are legal cases going on by and against the Company. The group is confident that the legal cases outcome would be in the favor of the Company and the project would revive there by Company would still continue as a going concern.
11. The Company has neither carried out actuarial valuation as required by Ind-AS- 19 "Employee Benefits notified by the Central Government under Companies (Indian Accounting Standards) Rules, 2006 nor provided for Employee benefits.
12. The Company has not booked for interest expense amounting to amounting to Rs 8,534,809 for the quarter ended December 2018 as the management is confident that the said amount would be settled in OTS and provision made in books is adequate.
13. The Company has filed an application with MPSIDC for agreeing the terms of closure of an outstanding loan against which the Company made payments aggregating Rs. 220,976,000 till 11 July 2006. The application is under evaluation and the Company expects that on finalization of the terms, it would not be required to repay amount exceeding the amount of liability of Rs.522,753,000 already recognized in the books. As on the date of the approval of these financial statements, a formal decision in respect of the Company's above proposal is yet to be taken by the MPSIDC. On 25 April 2011, the Company has also made a payment of Rs.30,000,000 as part settlement of this loan liability.
14. The Company does not have an audit committee or independent directors on board. Further, the Company has not carried out any audit committee meeting or board meeting for more than a year which is not in line with section 177 and Section 173 of the Act.
15. The Company was not in the position to pay listing fees hence the exchange has suspended its share trading. Further the Company has also received notices from both the exchanges for non-compliance with the listing terms and for non-payment of listing fees.
16. The Company which states that the company does not have Company Secretary as well as CFO, which is not in line with Section 203 of the Act.
17. The Company has not conducted the AGM for the FY 2015-16 2016-17 and 2017-18 as the Company was not able to arrange for the financials statement of the one of the Subsidiary Company - Shree Maheshwar Hydel Power Corporation Limited, which forms substantial part of the Company's consolidated results.

For and on behalf of the Board



*Warij A. Kasliwal*  
Warij A. Kasliwal  
Vice-Chairman

Place: Mumbai  
Date 14<sup>th</sup> February 2019

LIMITED REVIEW REPORT

To,  
The Board of Directors  
Entegra Limited

We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of Entegra Limited ("the Company") for the quarter and Nine Months ended 31<sup>st</sup> December, 2018 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting IndAS-34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

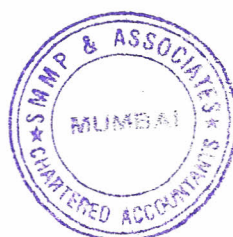
We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Based on our review conducted nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement, except

1) Refer Note No. 5 of Unaudited Standalone Financial Results of the Company which states that we were unable to Comment on the investment of the Company in its subsidiary company named Shree Maheshwar Hydel Power Corporation Limited (SMHPCL), the shares of the said step down subsidiary Company were pledged with Power Finance Corporation (PFC) against loan, due to non-repayment these pledged shares were invoked by PFC on 2nd December, 2016, illegally. This fact has been established by the Enquiry report of the Registrar of Companies Gwalior dated 23rd September 2016, Judgment dated 15.06.2017 passed by the Hon'ble National Company Law Tribunal ("NCLT"); Judgment dated 12.03.2018 passed by Hon'ble NCLAT. The PFC appealed all of these to the Hon'ble Supreme Court, but vide their Order dated 18.05.2018 the Hon'ble Supreme Court refused PFCs petition and upheld the judgment of the Hon'ble NCLAT. Finally Ministry of Corporate Affair (MCA) has called a meeting for implementation of the said NCLAT Order, the date of meeting yet to come. On account of illegal invoking of shares by PFC and in view of the said dispute the Company continues to show the said assets in its books at Cost Rs 6,152,990,000 as the same are Long term Strategic Investment. In respect of Other Subsidiary amounting to Rs 1,01,00,000 the Company's is of the Opinion that there is no Diminution in value of investment and hence continues to carry at cost. Neither valuation of shares was carried out nor shares of SMHPCL are share still transferred in the name of the Company. In view of the above we were unable to determine whether any adjustments might have been found necessary in respect of investment in the Balance Sheet, and the corresponding elements making up the Statement of Profit and Loss and Cash Flow Statement.



- 2) Refer Note No. 6 of Unaudited Standalone Financial Results of the Company regarding non-provision of interest liability amounting to Rs.3687,92,420 for the quarter ended December 2018 and 680,809,822 for nine months 10636,69,428 ended December 2018 and non receipt of Confirmation of M/s. Edelweiss Asset Reconstruction Company Ltd. (EARCL) , who have been absolutely assigned all rights and interests in the financial assistance of the Company, vide Assignment Agreement dated 28.03.2014 in respect of the Loan which was taken in the earlier years by the Company from Central Bank of India, based on management estimates the liability that exists in the books of accounts would be sufficient to meet the proposed One Time Settlement (OTS) which will be negotiated with EARCL. The Company has not booked total interest on the said loan till 31<sup>st</sup> Decembers 2018 amounting to Rs50574,23,604. On account of the aforesaid non-provision towards interest, loss for the quarter and borrowing have been has been understated to above extent.
- 3) Refer Note No. 7 of Unaudited Standalone Financial Results of the Company regarding non-provision in respect of Deposit given to one of the party which is shown under the head Other Non-Current Financial Assets amounting to Rs 20,00,00,000. The said deposit is given for occupying rent free area in the proposed newly constructed building. However the said project is still on hold by the developer but the management is hopeful of its performance in near future. On account of the aforesaid non-provision, loss for the quarter has been understated and Other Non Current Financial Assets have been has been overstated by Rs 20,00,00,000.
- 4) Refer Note No. 8 of Unaudited Standalone Financial Results of the Company regarding Borrowings, Trade Payable, Other Current Liabilities, Other Financial Liabilities, Other Financial Assets, Trade Receivable , Other non current financial assets, Fixed Deposit and three Bank Account being dormant are subject to confirmation and reconciliation, if any, from the respective parties and consequential reconciliation - Amount presently unascertainable.
- 5) Refer Note No. 9 of Unaudited Standalone Financial Results of the Company regarding non-provision against Other Non Current Financial Assets, Loans and Trade Receivables amounting to Rs 67,79,55,442 , Rs 80,97,720, and Rs 6,35,67,771 respectively against which no recovery has been done. Consequently, Other Non Current Financial Assets, Loans and Trade Receivables have been overstated and loss for the quarter and nine months ended has been understated by Rs.748,655,378.
- 6) Refer Note No. 10 of Unaudited Standalone Financial Results of the Company regarding the fact that the Company has been incurring constant losses further the Company is a Holding Company of Shree Maheshwar Hydel Power Corporation Limited, the said has Company has a project which has limited development due to various legal and other reasons, further there are legal cases going on by and against the Company. The Company has also been discontinued its business operation it has also been facing cash-flow mismatches, if the said project is not revived than the going concern assumption might get impacted.
- 7) Refer Note No. 11 of Unaudited Standalone Financial Results of the Company regarding non-provision for Gratuity and Leave Encashment on basis of Actuarial Valuation, which is in non-compliance of recommendations of AS-15. The impact of the same on loss for the quarter ended is unascertainable.
- 8) Refer Note No. 12 of Unaudited Standalone Financial Results of the Company which states that the Company has not provided for interest on unsecured loan amounting to Rs 8,534,809 there by understating loss for the quarter of the Company and Other Current Liabilities to the said tune.
- 9) Refer Note No. 13 of Unaudited Standalone Financial Results of the Company which states that the Company has filed an application with MPSIDC for agreeing the terms of closure of an outstanding loan against which the Company made payments aggregating Rs. 22,09,76,000 till 11 July 2006. The application is under evaluation and the Company expects that on finalization of the terms, it would not be required to repay amount exceeding the amount of liability of Rs.52,27,53,000 already recognized in the books. As on the date of the approval of these financial statements, a formal decision in respect of the Company's above proposal is yet to be taken by the MPSIDC. On 25 April 2011, the Company has also made a payment of Rs.300 Lakh as part settlement of this loan liability.



10) Refer Note No. 14 The Company Neither has audit committee or independent directors on board nor has the Company carried out any audit committee meeting or board meeting for more than a year which is not in line with section 177 and Section 173 of the Act.

11) Refer Note No. 15 The Company was not in the position to pay listing fees hence the exchange suspended its share trading. Further the Company has also received notices from both the exchanges for non compliance with the listing terms and for non payment of listing fees.

12) Refer Note No. 16 The company does not have Company Secretary as well as CFO, which is not in line with Section 203 of the Act.

13) Refer Note No. 17 The Company has not conducted the AGM for the F.Y. 2015-16, 2016-17 and 2017-18 as the Company was not able to arrange for the financials statement of the one of the Subsidiary Company - Shree Maheshwar Hydel Power Corporation Limited, which forms substantial part of the Company's consolidated results. For the reasons stated as there is no AGM we continue to Act as auditor of the Company.

15) Refer Note No.4 The Company has not carried out Internal Audit as well as Secretarial Audit as required under the Audit further the Company has also not strictly not complied with Provisions of Companies Act.

16) Refer Note No. 2 of Unaudited Standalone Financial Results of the Company which states that the Company has adopted Ind-AS for the first time, however, as required under Ind-AS 101 - First time adoption of IND-AS, to value and book all its financial assets and financial liabilities at fair market values, the Company has carried all its financial assets and financial liabilities at deemed cost which is not in line with the aforesaid IND-AS, consequential impact of which is unascertainable.



For **S M M P & Associates**  
Chartered Accountants  
Firm Registration No. 120438 W

A handwritten signature in black ink, appearing to read 'Sonal Parekh'.

**Sonal Parekh**  
Partner

Membership No- 139852

Mumbai, dated 14<sup>th</sup> February, 2019