

Date: 14/06/2019
IEIL/AR/19-20/1

To,
The General Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
(O) 022-22728893

Sub: Notice of the 37th Annual General Meeting (AGM) and Annual Report 2018-19
Scrip Code - 505358

Dear Sir/Madam,

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 37th AGM and Annual Report 2018-19. The same will be made available on the Company's website, at <http://integraengineering.in/userfiles/investorfile/1560507885.pdf>

The schedule of AGM is set out below:

Event	Date	Time
Relevant date / cut-off date to vote on AGM resolutions	11/07/19	N.A.
Cut off date for AGM	11/07/19	N.A.
Closure of register of members and share transfer books	12/07/19 to 18/07/19	N.A.
Commencement of Evoting	15/07/19	09:00 a.m.
End of Evoting	17/07/19	05:00 p.m.
AGM	18/07/19	12:00 p.m.

This is for your information and record.

For Integra Engineering India Limited




Harneetkaur Anand
Company Secretary & Compliance Officer
Encl: As above

Integra Engineering India Limited

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



INTEGRA Engineering India Ltd

37TH Annual Report F.Y. : 2018-19

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

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Corporate Information

BOARD OF DIRECTORS

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

KEY MANAGERIAL PERSONNEL

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

M/s. K. C. Mehta & Co.
Chartered Accountants
02nd Floor, Meghdhanush,
Race Course, Vadorara –390 020

SECRETARIAL AUDITORS

M/s. Devesh Pathak & Associates
Practising Company Secretaries
First Floor, 51, Udyognagar Society, Nr. Ayurvedic College,
Outside Panigate, Vadodara-390019

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 Shangrila Complex, First floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota
Vadodara - 390020
(E): vadodara@linkintime.co.in

REGISTERED OFFICE

P. O. Box No. 55, Chandrapura Village, Tal. Halol–389 350
Dist. Panchmahals, Gujarat State • (T) (02676) 221870, 09099918471
Website: www.integrengineering.in • Email: info@integrengineering.in

WORKS UNITS

UNIT – I

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

UNIT – I

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

NOTICE TO MEMBERS:

NOTICE is hereby given that the THIRTY SEVENTH ANNUAL GENERAL MEETING of the Members of INTEGRA ENGINEERING INDIA LIMITED (CIN:L29199GJ1981PLC028741) will be held at the Registered Office situated at Chandrapura Village, Taluka: Halol-389 350, District: Panchmahals, Gujarat on Thursday, 18th July 2019 at 12:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. **Reappointment of Mr. Shalin Divatia (DIN:00749517) as Independent Director**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Clause 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shalin Divatia (DIN: 00749517), whose term as an independent director expires on 29th March, 2020 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose appointment is recommended by Nomination and Remuneration Committee, be and is, hereby appointed as a Non-Executive Independent Director of the Company wef 30th March, 2020 for a period of 5 years."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions."

4. **To reappoint Mr. Mahendra Sanghvi (DIN:00084162) as Independent Director**

To consider and, if thought fit, to pass with the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Clause 17 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, ('LODR') Mr. Mahendra Sanghvi (DIN:00084162), whose term as an independent director expires on 10th June, 2020 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose appointment is recommended by the Nomination and Remuneration Committee, be and is, hereby appointed as a Non-Executive Independent Director of the Company wef 11th June, 2020 for a period of 5 years even if he would attain 75 years during the currency of tenure pursuant to Regulation 17 (1A) of LODR."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions."

5. **Reappointment of Mr. Rahul Divan (DIN:00001178) as Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Clause 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rahul Divan (DIN:00001178), whose term as an independent director expires on 29th March, 2020 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose appointment is recommended by the Nomination and Remuneration Committee, be and is, hereby appointed as a Non-Executive Independent Director of the Company wef 30th March, 2020 for a period of 5 years."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions."

6. **To reappoint of Mr. Bhargav Patel (DIN:00318051) as Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory

modification(s) or re-enactment(s) thereof for the time being in force], and Clause 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhargav Patel (DIN:00318051), whose term as an independent director expires on 29th March, 2020 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose appointment is recommended by the Nomination and Remuneration Committee, be and is, hereby appointed as a Non-Executive Independent Director of the Company wef 30th March, 2020 for a period of 5 years."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions."

7. Revision in overall borrowing powers of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the earlier Resolution passed by the Members at their Meeting held on July 19, 2016, including circulars pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Board of Directors, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other banks, financial institutions, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable and all or any of the undertaking(s) of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 20 Crore (Rupees Twenty Crore Only).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors/CEO and CFO/CS be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution

and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

8. Creation of mortgage/charge on the assets of the Company:

To consider and if thought fit, to pass the following Resolution as a Special Resolution –

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent be and is hereby accorded to the Board of Directors, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and/or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s), subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, in respect of the said loans, borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors/CEO and CFO/CS be and are hereby authorized severally to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order. "

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

Harneetkaur Anand
Company Secretary
(Mem. No. A33014)

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

Place: Mumbai
Date: May 15, 2019

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 BY 12:00 P.M. ON 16th, JULY, 2019.

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 or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of The Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

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

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

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

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

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

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

Members are requested to advise, 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 Shangrila Complex, First floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota Vadodara - 390020 (E): 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 12th July, 2019 to 18th July, 2019, both days inclusive, for both, physical and demat transfer request.

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

In compliance with the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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. 11th July, 2019, may cast their vote electronically. The e-voting period will commence from 15th July, 2019 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on 17th July, 2019. The e-voting module will be disabled on 17th July, 2019 at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being 11th July, 2019.

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

ANNEXURE TO ITEM NO. 2, 3, 4, 5 and 6 OF THE NOTICE
Details of Director seeking appointment and re-appointment
at the Thirty Seventh Annual General Meeting (Pursuant to Regulation 36(3) of the SECURITIES
& EXCHANGE BOARD OF INDIA (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mrs. Corinne Ruckstuhl	Mr. Shalin Divatia	Mr. Mahendra Sanghvi	Mr. Rahul Divan	Mr. Bhargav Patel
Date of Birth	07/09/1985	08/01/1965	22/10/1948	25/12/1968	19/11/1963
Nationality	Swiss	Indian	Indian	Indian	Indian
Date of Initial Appointment	18/04/2011	03/01/2011	03/01/2011	13/06/2012	28/02/2014
Qualifications	Master Degree in Business Administration with Finance from Switzerland	Fellow membership of ICAI, graduation in Commerce and Law and Associate membership of ICSI	Chemical engineering from Wayne State of University, USA and Diploma in MBA from Toronto University	Fellow membership of Institute of Chartered Accountants in England and Wales (E&W) and ICAI	Master Degree in Finance from United States University
Nature of Expertise in specific functional area	Finance and Market Development	Accounts, Audit, Taxation and Corporate Laws	Business management, Market study and Plastic Injection Moulding	Accounts, Audit and Taxation	Project Management and overall cost competitiveness
Number of shares held in the Company	NIL	1350	NIL	NIL	NIL
List of the directorships held in listed entities	N.A.	N.A.	Shaily Engineering Plastic Limited and Munjal Auto Industries Limited	N.A.	Camlin Fine Sciences Limited
Chairman/Member in the Committees of the Boards of other Companies in which she / he is Director	N.A.	N.A.	Member of Audit and Stakeholders Relationship Committee of Munjal Auto Industries Limited	N.A.	Member of Audit Committee of Camlin Fine Sciences Limited
Relationships between Directors inter-se	Professional	Professional	Professional	Professional	Professional
Justification for appointment	Skills in various fields like finance, corporate decisions, market development etc	Skills in accountancy, audit, taxation and corporate laws	Skills in Business management, Market study and Plastic Injection Moulding	Skills in accountancy, audit and taxation	Skills in Project management and overall cost competitiveness in business

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th July, 2019 at 09:00 a.m. and ends on 17th July, 2019 at 05:00 p.m. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <INTEGRA Engineering India Ltd> on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xviii) above to cast vote.
- (B) The voting period will begin on 15th July, 2019 at 09:00 a.m. and will end on 17th July, 2019 at 05:00 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 of 11th July, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period will commence on 15th July, 2019 at 09:00 a.m. and will end on 17th July, 2019 at 05:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 11th July, 2019 may cast their vote electronically, The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th July, 2019.
- iii. M/s Devesh Pathak & Associates Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 37th AGM of the Company on and communication to the stock exchanges, where the shares of the Company are listed.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENTS:

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

ITEM 3 TO 6

After considering the performance evaluation and receiving a declaration to meet the criteria of independence as provided under Section 149 (6) of the Act, Nomination and Remuneration Committee as well as your Directors at their respective meeting held on May 15, 2019 recommended to the reappointment of Independent Directors under the Act, each for a term of five years with effect from 11th June, 2020 in respect of Mr. Mahendra Sanghavi and from 30th March, 2020 in respect of Mr. Shalin Divatia, Mr. Rahul Divan and Mr. Bhargav Patel.

The profile of the Directors proposed to be reappointed as Independent Directors under the Act is as under:

- Mr. Shalin Divatia: Mr. Divatia aged 54 years holds fellow

membership of Institute of Chartered Accountants of India, Associate Membership of Institute of Company Secretaries of India and graduated in Commerce and Law. He has more than 25 years of experience in the field of Audit, Accounts, Taxation, management advisory, corporate laws, business advisory services etc. Mr. Divatia is a Chairman of Audit Committee, member of Stakeholder Relationship Committee of the Company and member of Nomination and Remuneration Committee.

He is presently working as partner in S. R. Divatia & Co and also holds directorship of many Public Limited Companies as well as Private Limited Companies. By appointing him the Company would avail the benefits of his remarkable and diversified experience. He also holds Directorships in Paradigm Esop Consultant Pvt. Ltd., Wallace Flour Mills Company Pvt. Ltd., Sai Aasha IT Parks Pvt. Ltd., Vissanji Sons and Company Private Limited and NMIMS Business School Alumni Association.

- Mr. Mahendra Sanghvi: Mr. Sanghvi aged 71 years, holds degree in Chemical Engineering from Wayne State University, USA and Diploma in MBA from Toronto University. He is a promoter and Chairman & Managing Director of the Shaily Engineering Plastic Limited. He is a Chairman of Stakeholder Relationship Committee and Member of Audit Committee.

Mr. Sanghvi is veteran in all aspects of Plastic Injection and Moulding with his considerable and rich experience of over 45 years. He also holds Directorship in Munial Auto Industries Ltd., Panax Appliances Pvt. Ltd., Shaily-IDC (India) Pvt. Ltd. and Shaily Medical Plastics Pvt. Ltd.

- Mr. Rahul Divan: Mr. Divan aged 50 years is a fellow member of Institute of Chartered Accountants in England and Wales (E&W) and also a fellow member of Institute of Chartered Accountants of India (ICAI) and possesses more than 28 years of experience in Audit, Accounts, taxation, business advisory services, management advisory services and so on. Mr. Divan is a Member of Audit Committee of the Company.

He is presently a partner in Rahul Gautam Divan & Associates and Chandbhoy & Jassoobhoy, Ahmedabad. He has also worked with Price Water Coopers (PWC). By reappointing him the Company would continue to avail the benefits of his remarkable and diversified experience. He also holds Directorships of Baltic Consultancy and Services Pvt. Ltd., Serendib Investment Pvt. Ltd., Chandabhoy & Jassoobhoy Consultants Pvt. Ltd., M + R Logistics (India) Pvt. Ltd., Synergy Cargo Management India Pvt. Ltd., Integrated Freight Services India Pvt. Ltd. and Fairway Sports Private Ltd.

- Mr. Bhargav Patel: Mr. Patel aged 55 years, holds a degree in MBA, from United States University. He is a promoter of the Peass group of Companies. He has built benchmark for Textile Machineries Industries. His acumen as an entrepreneur and technocrat has redefined the perception of the Industry practice. Mr. Patel is a Chairman of Nomination & Remuneration Committee and Member of Audit Committee.

He brings immense value to the Board. Under his guidance, the Company will be achieving significant improvements in the

areas of project management and overall cost-competitiveness. He also holds Directorships of PeassInfracomp Private Ltd., Peass Automation Private Ltd., Peass Industrial Engineers Private Ltd., Arno Enterprises Private Ltd., Poloroid Investment Private Ltd., Peass Infra Private Ltd. and Camlin Fine Science Ltd.

Mr. Shalin Divatia, Mr. Mahendra Sanghvi, Mr. Rahul Divan and Mr. Bhargav Patel have given their consent to continue to act as Independent Directors of the Company.

The aforesaid Independent Directors have given declarations that they are not disqualified under Section 164 of the Act and that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the said Directors possess the requisite qualities and fulfill the conditions under the Act for appointment as Independent Directors.

Copies of the respective draft letters of appointment of the aforesaid Independent Directors are available for inspection by the Members at the Registered Office of the Company on any working day upto the date of the Annual General Meeting and same is also available on the Company's website.

The Company has received requisite Notices in writing from Members pursuant to Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Shalin Divatia, Mr. Mahendra Sanghvi, Mr. Rahul Divan and Mr. Bhargav Patel respectively for their reappointment as Independent Directors.

Accordingly, your Directors seek your approval to the resolutions as set out in item no. : 3 to 6 as appearing in the accompanying notice by way of Special Resolution.

Neither any Director/ Key Managerial Personnel nor their relatives shall be deemed to be interested or concerned financially or otherwise except Mr. Shalin Divatia, Mr. Mahendra Sanghavi, Mr. Rahul Divan and Mr. Bhargav Patel, in their respective resolution.

ITEM NO. 7:

The Members had authorized the Board of Directors of the Company and/or any Committee thereof to borrow from time to time a sum not exceeding ₹ 10 Crore (Rupees Ten Crore) on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 vide resolution passed on July 19, 2016. Considering the current book size and the budget for FY 2018-19, the overall borrowing limits needs to be increased from ₹ 10 Crore to ₹ 20 Crore.

The Board accordingly recommends the revised limit to the extent of ₹ 20 Crore (Rupees Twenty Crore only), outstanding at any point of time under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

Your Directors recommend and seek your approval to the business as set out in item no. 7 of the accompanying notice by way of special resolution.

Neither the Directors/Key Managerial Personnel of the Company nor their relatives shall be deemed interested or concerned financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8:

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013 from time to time), for the purposes of securing the loan/credit facilities extended by them to the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no. 8 of the accompanying notice by way of special resolution.

Neither the Directors/Key Managerial Personnel of the Company nor their relatives shall be deemed interested or concerned financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.

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

Harneetkaur Anand
Company Secretary
(Mem. No. A33014)

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

Place: Mumbai
Date: May 15, 2019

37th BOARD'S REPORT

INTEGRA ENGINEERING INDIA LIMITED

Regd. Office: P. O. Box No. 55 Chandrapura Village Taluka Halol Panchmahals GJ 389350
 Tel. No. 02676-221555 • Email : secretarial@integraengineering.in
 Website : www.integraengineering.in
 CIN: L29199GJ1981PLC028741

To,

The Members

Integra Engineering India Limited

P. O. Box No. 55, Chandrapura Village,
 Taluka Halol, Panchmahal-389350, Gujarat

Your Directors are pleased to present their Thirty Seventh Board's Report together with the Audited Financial Statements for the year ended on 31st March, 2019

1. Financial summary or highlights of performance of the Company

(Amount in ₹)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Total Sales & Other Income	644,779,103	478,377,839	644,779,103	478,377,839
Profit before Finance Cost, Depreciation and Taxes	109,448,844	63,027,429	109,448,844	63,027,429
(Less): Finance Cost	(7,653,793)	(5,733,992)	(7,653,793)	(5,733,992)
(Less): Depreciation & Amortization	(11,226,679)	(9,087,172)	(11,226,679)	(9,087,172)
Profit before Taxes	90,568,373	48,206,265	90,568,373	48,206,265
(Less): Tax expenses	(20,601,043)	(14,104,661)	(20,601,043)	(14,104,661)
Profit for the year	111,169,416	34,101,603	111,169,416	34,101,603
Appropriation :				
Other Comprehensive Income	1,35,534	(979,058)	1,35,534	(979,058)
Total Comprehensive Income	111,304,950	33,122,546	111,304,950	33,122,546
Paid up capital	34,245,196	34,245,196	34,245,196	34,245,196
Other Equity	198,435,670	86,284,457	198,435,670	86,284,457

All significant accounting policies and material transactions have been disclosed in notes on accounts to the financial statement as on 31st of March, 2019.

2. Certification ISO 9001:2015

Your Company has obtained the quality management systems certification ISO 9001:2015 for manufacturing and design, manufacture and supply of design control system during the year under review.

3. Dividend

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

4. Reserves

The Company proposes to carry ₹ 111,169,416 to the Retained Earnings from net profits of ₹ 111,169,416. All the

Requirements as laid down in The Companies Act, 2013 and Rules made thereunder are complied with.

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

Total Turnover during the financial year 2018-19 was ₹ 626,625,336 (Previous Year ₹ 461,232,758) showing an increase of 36% over the Previous Year.

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

6. Change in the nature of business

There was no change in the nature of business during the year under review.

7. 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 financial statement relates and the date of the report.

8. 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 financial statement relates and the date of the report.

9. 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.

10. Performance and financial position of each of the subsidiaries, associates and joint venture Companies

No Company has become or ceased to be subsidiary/Joint venture/Associate Company of the Company during the year. However, the Company has one associate Company i.e. "Integra Systems Private Limited". Form AOC-1 in the regard, is attached at the end of financial statements.

11. Deposits

The Company has neither accepted nor renewed any deposit within the meaning of Companies (Acceptance of Deposits) Rules, 2014.

12. Share Capital:

During the year under review, the Company has not issued any securities.

The Company has one Employee Stock Option Scheme viz **Integra Engineering India Employees' Stock Option Plan 2015** which was approved by the Members by a special resolution at their Thirty Third Annual General Meeting held on 12th August, 2015.

During the financial year 2018-19, there were no material changes in the Employee Stock Option Plan of the Company. The Scheme is in compliance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme, Guidelines, 1999 as well as prevailing Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI circular dated 16th June, 2015.

The Company has received a certificate from M/s. Pantomath Capital Advisors (P) Ltd. that Integra Engineering India Employees' Stock Option Plan 2015 have been implemented in accordance with the SEBI Regulations and the resolution passed by the Members in their general meeting. The

certificate would be placed at the ensuing Annual General Meeting for inspection by the Members.

The Company had received in-principle approval from The Bombay Stock Exchange on 13th November, 2017.

However, Nomination and Remuneration Committee constituted by the Board of Directors of the Company has, at its meeting held on 22nd August, 2017, granted, under the "Integra Engineering India Employees Stock Option Plan 2015", 1,80,000 (One lac eighty thousand) Stock Options representing an equal number of equity shares of face value of ₹ 1/- each in the Company, at an exercise price of ₹ 36.

13. Extract of Annual Return

Annual Return as required under Section 92(3) read with Section 134(3)(a) of the Act is available at <http://integraengineering.in/userfiles/investorfile/1555501311.pdf>

However extract of Annual Return is attached herewith as **Annexure-A**.

14. 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 as **Annexure-B**.

15. Corporate Social Responsibility (CSR)

The Company does not fall in any of the criteria of Section 135(1) of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and hence the Company is not required to comply with the same.

However, keeping in view the results for the financial year ended 31st March, 2019, The Corporate Social Responsibility (CSR) Committee was constituted by the Board of Directors on 15th May, 2019 in terms of the provisions of Section 135(1) of the Act. The said Committee reviewed and adopted CSR policy aligned with the activities specified in Schedule VII of the Act.

The Company will commence spending on CSR activities from the Financial year 2019-20 as CSR is applicable from the Financial year 2019-20.

16. Directors:

A) Details of appointment/resignation of Directors and Key Managerial Personnel

Mr. Adrian Oehler was reappointed as a Retiring Director by the members at their 36th Annual General Meeting held on 19th July, 2018. There was no other change in the Directors and Key Managerial Personnel during the Financial year 2018-19.

B) Declaration by an Independent Director(s)

Mr. Shalin Divatia, Mr. Rahul Divan and Mr. Bhargav Patel, have been appointed as independent Directors of the Company on 30th March, 2015 and Mr. Mahendra Sanghvi

has been appointed as Independent Director on 11th June, 2015 for a term of 5 consecutive years on the Board of the Company in terms of Section 14(10) of the Act.

The Board of Directors hereby declares that all the independent directors duly appointed by the Company have given the declaration and they meet criteria of independence as provided under Section 149(6) of the Act.

C) **Formal Annual Evaluation**

The Company has devised a policy for performance evaluation of Board, its Committees and individual Directors which include 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.

17. 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 The Companies Act, 2013 and The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

18. Details of establishment of vigil mechanism for directors and employees

The Company has framed vigil mechanism in terms of The Companies Act, 2013 and the same may be accessed on the Company's website. Further, every employee of the Company can directly report to the Chairman of the Audit Committee when she / he becomes 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.

19. 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 15 to the financial statements.

20. Particulars of contracts or arrangements with related parties

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

21. 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 as per **Annexure-D**.

22. 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 38th 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 framed thereunder, for the Financial Year 2019-20 by the Board of Directors, upon recommendation of the Audit Committee.

• **Secretarial Auditors**

M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara, Gujarat, were appointed as Secretarial Auditors, to carry out Secretarial Audit of the Company, provisions of Section 204 of The Companies Act, 2013. The Secretarial Audit Report has been annexed to this Report as **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 Auditor's reports, requiring explanation or comments by the Board.

23. 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 Requirement) Regulations, 2015.

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

24. 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. It deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, Human Resource Development, etc. enclosed as per **Annexure-G**.

25. 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.

26. Directors' Responsibility Statement

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

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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;
- d) that the directors had prepared the annual accounts on a going concern basis; and
- e) 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.
- f) 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.

27. 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 rules framed 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 was received by the Committee during the year.

28. 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
- Changes in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

29. 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 framed thereunder.

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.

The details relating to the same are given in the report on Corporate Governance forming part of this Report.

30. Nomination and Remuneration Policy

Your Board 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 31st March, 2019, the Board consists of six members, two of whom are Non-Executive, and four are Independent Directors.

31. 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 cover the areas as contemplated under Regulation 19 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of The Companies Act, 2013, and Rules and Regulations, framed 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".

32. Maintenance of Cost Records

The Company was required to maintain Cost Records as specified by the Central Government pursuant to Section 148(1) of the Companies Act, 2013 and the Company made and maintained accounts and records accordingly.

33. 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, auditors 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

Corinne Ruckstuhl

Chairperson & Non-Executive Director
DIN: 03531399

Place: Mumbai

Date: May 15, 2019

ANNEXURE - A Form No. MGT 9

Extract of Annual Return as on the financial year ended on 31.03.2019
[Pursuant to section 92(3) of The Companies Act 2013 and rule 12(1) of The Companies (Management and Administration) Rule, 2014]

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, Panhmahal - 389350
	Contact Details :	Email: secretarial@integraengineering.in (T): +91 02676 221870
vi	Whether listed Company	Yes
vii	Details of Registrar and Transfer Agent	Link Intime India Private Limited, Formerly known as Intime Spectrum Registry Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY.

Business activities contributing 10% or more of the total turn over of the Company

Sr. No	Name and Description of main products / services	*Industrial Group	% to total turnover of the Company.
1.	Relays and Accessories	30204 & 30205	100%

*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	U72900GJ2008 TC055601	Associate	50
2.	Integra Holding AG	N.A.	Holding	54.67

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category wise Share holding

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% 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	0	0	0	0	0
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)				0				0	0
	Sub Total (A)(1)	0	0	0	0	0	0	0	0	0
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									0
	Bodies Corporate	18723341	0	18723341	54.6744	18723341	0	18723341	54.6744	0
	Sub Total (A)(2)	18723341	0	18723341	54.6744	18723341	0	18723341	54.6744	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	18723341	0	18723341	54.6744	18723341	0	18723341	54.6744	0
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	89820	89820	0.2623	0	83600	83600	0.2441	-0.0182
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0

(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investor	0	2000	2000	0.0058	0	800	800	0.0023	0.0035
(f)	Financial Institutions / Banks	0	12380	12380	0.0362	0	12230	12230	0.0357	0.0005
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	104200	104200	0.3043	0	96630	96630	0.2822	-0.0221
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	7868033	3003314	10871347	31.7456	7989211	2087697	10076908	29.4258	-2.3159
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2473363	0	2473363	7.2225	2808617	0	2808617	8.2015	0.979
(b)	NBFCs registered with RBI	0	0	0	0	22368	0	22368	0.0653	0.0653
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Trusts	41400	0	41400	0.1209	41400	0	41400	0.1209	0
	Hindu Undivided Family	718531	0	718531	2.0982	720125	0	720125	2.1028	0.0046
	Non Resident Indians (Non Repat)	62462	0	62462	0.1824	64714	0	64714	0.189	0.0066
	Other Directors	0	1350	1350	0.0039	1350	0	1350	0.0039	0
	Non Resident Indians (Repat)	37179	37194	74373	0.2172	36241	25205	61446	0.1794	-0.0378
	Office Bearers	0	1100	1100	0.0032	0	75	75	0.0002	-0.0030
	Unclaimed Shares	0	0	0	0	0	719254	719254	2.1003	2.1003

	Clearing Member	396773	0	396773	1.1586	109188	0	109188	0.3188	-0.8398
	Bodies Corporate	602242	174714	776956	2.2688	677140	122640	799780	2.3355	0.0667
	Sub Total (B)(3)	12199983	3217672	15417655	45.0214	12470354	2954871	15425225	45.0435	0.0221
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	12199983	3321872	15521855	45.3256	12470354	3051501	15521855	45.3256	0
	Total (A)+(B)	30923324	3321872	34245196	100	31193695	3051501	34245196	100	0
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0	0
[2]	Employee Benefit Trust (under SEBI Share based Employee Benefit Regulations, 2014)	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	30923324	3321872	34245196	100	31193695	3051501	34245196	100	0

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% 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

(iii) 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 GDRs and ADRs)

Sr. No.	Name and type of transaction	Shareholding at the beginning of the year 2018		Transactions during the year		Cumulative shareholding at the end of the year 2019	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1	INTEGRA ENGINEERING INDIA LTD						
	- UNCLAIMED SUSPENSE ACCOUNT	0	0.0000			0	0.0000
	Transfer			30 Mar 2019	719254	719254	2.1003
	AT THE END OF THE YEAR					719254	2.1003
2	DIPAK KANAYALAL SHAH	620000	1.8105			620000	1.8105
	Purchase			12 Oct 2018	500	620500	1.8119
	Purchase			02 Nov 2018	200	620700	1.8125
	Purchase			09 Nov 2018	1300	622000	1.8163
	Purchase			07 Dec 2018	3000	625000	1.8251
	AT THE END OF THE YEAR					625000	1.8251
3	PRATIKSHA B SHAH	321000	0.9374			321000	0.9374
	Sale			24 Aug 2018	(21000)	300000	0.8760
	Sale			21 Sep 2018	(18499)	281501	0.8220
	Sale			29 Sep 2018	(25498)	256003	0.7476
	Sale			05 Oct 2018	(6003)	250000	0.7300
	Purchase			15 Mar 2019	83000	333000	0.9724
	AT THE END OF THE YEAR					333000	0.9724
4	BRIJESH DALPATRAI SHAH	305000	0.8906			305000	0.8906
	Sale			06 Apr 2018	(40000)	265000	0.7738
	Purchase			13 Apr 2018	26100	291100	0.8500
	Purchase			20 Apr 2018	1900	293000	0.8556
	Sale			27 Apr 2018	(1000)	292000	0.8527
	Purchase			04 May 2018	5600	297600	0.8690
	Sale			11 May 2018	(12600)	285000	0.8322
	Sale			18 May 2018	(1900)	283100	0.8267
	Purchase			25 May 2018	7293	290393	0.8480
	Sale			01 Jun 2018	(2393)	288000	0.8410
	Sale			08 Jun 2018	(1000)	287000	0.8381
	Sale			15 Jun 2018	(27000)	260000	0.7592
	Sale			22 Jun 2018	(10000)	250000	0.7300
	Sale			30 Jun 2018	(10000)	240000	0.7008
	Purchase			20 Jul 2018	9000	249000	0.7271
	Purchase			27 Jul 2018	14500	263500	0.7695
	Purchase			03 Aug 2018	9500	273000	0.7972
	Purchase			10 Aug 2018	2500	275500	0.8045
	Purchase			17 Aug 2018	15500	291000	0.8498
	Purchase			24 Aug 2018	14000	305000	0.8906
	Sale			31 Aug 2018	(8000)	297000	0.8673

Sr. No.	Name and type of transaction	Shareholding at the beginning of the year 2018		Transactions during the year		Cumulative shareholding at the end of the year 2019	
		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
	Sale			07 Sep 2018	(16000)	281000	0.8206
	Purchase			14 Sep 2018	16000	297000	0.8673
	Purchase			21 Sep 2018	3000	300000	0.8760
	Purchase			29 Sep 2018	17000	317000	0.9257
	Sale			05 Oct 2018	(31000)	286000	0.8352
	Sale			12 Oct 2018	(25000)	261000	0.7622
	Sale			19 Oct 2018	(2813)	258187	0.7539
	Sale			26 Oct 2018	(27352)	230835	0.6741
	Sale			02 Nov 2018	(19835)	211000	0.6161
	Purchase			09 Nov 2018	1000	212000	0.6191
	Purchase			16 Nov 2018	26000	238000	0.6950
	Purchase			23 Nov 2018	33000	271000	0.7914
	Purchase			30 Nov 2018	29000	300000	0.8760
	Purchase			07 Dec 2018	26000	326000	0.9520
	Purchase			14 Dec 2018	20000	346000	1.0104
	Purchase			21 Dec 2018	7500	353500	1.0323
	Sale			28 Dec 2018	(9500)	344000	1.0045
	Purchase			31 Dec 2018	3000	347000	1.0133
	Sale			04 Jan 2019	(15000)	332000	0.9695
	Purchase			11 Jan 2019	2000	334000	0.9753
	Purchase			18 Jan 2019	4000	338000	0.9870
	Purchase			25 Jan 2019	8000	346000	1.0104
	Purchase			01 Feb 2019	7000	353000	1.0308
	Purchase			08 Feb 2019	15000	368000	1.0746
	Sale			15 Feb 2019	(3000)	365000	1.0658
	Purchase			22 Feb 2019	6000	371000	1.0834
	Purchase			01 Mar 2019	8750	379750	1.1089
	Purchase			08 Mar 2019	20250	400000	1.1680
	Sale			15 Mar 2019	(95539)	304461	0.8891
	Sale			22 Mar 2019	(16461)	288000	0.8410
	Purchase			29 Mar 2019	11000	299000	0.8731
	AT THE END OF THE YEAR					299000	0.8731
5	ANILKUMAR NANDKISHORE MITTAL	0	0.0000			0	0.0000
	Purchase			01 Feb 2019	278654	278654	0.8137
	AT THE END OF THE YEAR					278654	0.8137
6	SHAILESH MANOHARLAL SHAH	271942	0.7941			271942	0.7941
	AT THE END OF THE YEAR					271942	0.7941

Sr. No.	Name and type of transaction	Shareholding at the beginning of the year 2018		Transactions during the year		Cumulative shareholding at the end of the year 2019	
		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	NAREN DINKAR PANDYA	158461	0.4627			158461	0.4627
	AT THE END OF THE YEAR					158461	0.4627
8	HEMAL BHARAT KHANDWALA	125564	0.3667			125564	0.3667
	Purchase			18 May 2018	1500	127064	0.3710
	Purchase			25 May 2018	1500	128564	0.3754
	Purchase			08 Jun 2018	3000	131564	0.3842
	Purchase			30 Jun 2018	5456	137020	0.4001
	AT THE END OF THE YEAR					137020	0.4001
9	BHARAT NARESH KHANDWALA	122856	0.3588			122856	0.3588
	Purchase			25 May 2018	1250	124106	0.3624
	Purchase			01 Jun 2018	191	124297	0.3630
	Purchase			08 Jun 2018	1953	126250	0.3687
	Sale			15 Jun 2018	(50)	126200	0.3685
	Purchase			30 Jun 2018	9800	136000	0.3971
	Sale			07 Sep 2018	(4000)	132000	0.3855
	AT THE END OF THE YEAR					132000	0.3855
10	B N NAGAMANI	128668	0.3757			128668	0.3757
	AT THE END OF THE YEAR					128668	0.3757
11	BIMAL RAMANLAL DESAI	121500	0.3548			121500	0.3548
	AT THE END OF THE YEAR					121500	0.3548
12	NNM SECURITIES PVT LTD	241187	0.7043			241187	0.7043
	Purchase			07 Sep 2018	297	241484	0.7052
	Sale			14 Sep 2018	(297)	241187	0.7043
	Sale			05 Oct 2018	(219777)	21410	0.0625
	Sale			12 Oct 2018	(6410)	15000	0.0438
	Sale			07 Dec 2018	(14592)	408	0.0012
	Sale			14 Dec 2018	(232)	176	0.0005
	Sale			21 Dec 2018	(176)	0	0.0000
	Purchase			28 Dec 2018	150	150	0.0004
	Sale			31 Dec 2018	(150)	0	0.0000
	Purchase			18 Jan 2019	130	130	0.0004
	Sale			01 Feb 2019	(80)	50	0.0001
	Purchase			08 Mar 2019	44	94	0.0003
	Purchase			15 Mar 2019	6	100	0.0003
	Sale			22 Mar 2019	(100)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

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

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Directors and KMPs	Shareholding at the beginning of the year i.e. on 01.04.2018		Shareholding at the end of year i.e. on 31.03.2019	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Corinne Ruckstuhl	Nil	Nil	Nil	Nil
2	Adrain Oehler	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	Utkarsh Pundlik	50	0.000146	50	0.000146
8	Bhavin Kariya	50	0.000146	13	0.000037
9	Harneet Kaur	50	0.000146	20	0.000058

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for the payment.

Particulars		Secured Loans excluding deposits	Unsecured loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2018					
i)	Principal Amount	135,545,036	-	-	135,545,036
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	66,590,000	-	-	66,590,000
	Total (i+ii+iii)	202,135,036	-	-	202,135,036
Change in indebtedness during the financial year					
	Addition	4,960,000	26,946,539	-	31,906,539
	Reduction	-11,545,036	-	-	-11,545,036
	Net Change	-6,585,036	26,946,539	-	20,361,503
Indebtedness at the end of the financial year i.e. on 31.03.2019					
i)	Principal Amount	124,000,000	26,946,539	-	150,946,539
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	71,550,000	-	-	71,550,000
	Total (i+ii+iii)	195,550,000	26,946,539	-	222,496,539

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 (₹)
	Shalin Divatia	Rahul Divan	Mahendra Sanghvi	Bhargav Patel	
1. Independent Directors					
Fees for attending board committee meetings	250,000	200,000	60,000	110,000	620,000
Commission	Nil	Nil	Nil	Nil	Nil
Others, Please Specify	Nil	Nil	Nil	Nil	Nil
Total (1)	250,000	200,000	60,000	110,000	620,000
2. Other Non Executive Directors	Adrian Oehler		Corinne Ruckstuhl		
Fees for attending board committee meetings	210,000		250,000		460,000
Commission	Nil		Nil		Nil
Others, Please Specify	Nil		Nil		Nil
Total (2)	210,000		250,000		460,000
Total (B)=(1+2)					1,080,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	key Managerial Personnel			
		Utkarsh Pundlik (Chief Executive Officer)	Bhavin Kariya (Chief Financial Officer)	Harneet kaur (Company Secretary)	Total (₹)
1	Gross Annual Salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income tax Act 1961.	4,457,600	1,726,440	545,700	6,729,740
	(b) Value perquisites u/s 17(2) Income tax Act, 1961.	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) 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, specify				
	Total	4,457,600	1,726,440	545,700	6,729,740

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	Company has invested in new manufacturing equipment of latest technology. Further the Company has been taking internal steps to motivate its employees.
(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 reckoned 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	₹ 59,100/-

(C) Foreign exchange earnings and Outgo

Particulars	Amount
Foreign Exchange earned in terms of actual inflows during the year	₹6,496,891 (P.Y. ₹ 4,437,274)
Foreign Exchange outgo during the year in terms of actual outflows	₹7,339,219 (P.Y. ₹ 11,356,901)

Annexure- C
Form No. AOC-2

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

(Amount in ₹'000)

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Contacts /arrangements /transactions	Duration of Contracts / arrangements / transactions	Terms of Contracts / arrangements / transactions	Value of Contracts / arrangements / transactions	Date of Approval by board
1	Shaily Engineering Plastics Ltd.	Mr. Mahendra Sanghvi, director of the Company is Managing Director of "Shaily Engineering Plastics Ltd."	Purchase of Materials	One Year	60 Days Direct Credit	10850	03/05/18
2	Peass Industrial Engineers Pvt. Ltd.	Mr. Bhargav Patel, director of the Company is director of "Peass Industrial Engineers Pvt. Ltd."	Sale of materials	One Year	30 Days Direct Credit	3304	03/05/18
3	Aqametro Oil & Marine AG (Formerly known as Aquametro AG) Switzerland	Subsidiary of Holding Company (Mr. Adrian Oehler and Mrs. Corinne Ruckstuhl are directors of Aqametro Oil & Marine AG	Purchase of Materials Management Contract	One Year	30 Days Direct Credit	173 6,497	03/05/18
4	Integra Systems Pvt. Ltd.	Associate Company- Mr. Adrian Oehler and Mrs. Corinne Ruckstuhl, directors of the Company are directors of "Integra Systems Pvt Ltd."	Rent Received	One Year	Advance	523	03/05/18

For INTEGRA Engineering India Limited

Corinne Rucksuhl
Chairperson & Non-Executive Director
DIN: 03531399

For INTEGRA Engineering India Limited

Rahul Divan
Independent Director
DIN: 00001178

Annexure- D

Disclosure in the Board's Report under Rule 5 of The Companies (Appointment & 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 2017-18	The Percentage increase in remuneration of each Director, and KMPs, if any in the financial year 2018-19
	Mr. Utkarsh Pundlik [Chief Executive Officer]	Note 1	24
	Mr. Bhavin Kariya [Chief Financial Officer]	Note 1	24.5
	Mrs. Harneetkaur Anand [Company Secretary]	Note 1	35
(ii)	Percentage increase in the median remuneration of employees in the financial year 2018-19 compared to 2017-18		6.8
(iii)	Number of permanent employees on the rolls of the company as on 31.03.2019		109
	Average percentage increase in salaries of Employees other than managerial personnel in the last financial year		22
(iv)	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 any exceptional circumstances for increase in Managerial Remuneration		Others 22 % Managers (3) %
(v)	Key parameter for any variable component of remuneration availed by the Directors		N.A.
(vi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year		N.A.

Rule 5(2) and 5(3) of The 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.

Note 1: No director is availing any remuneration from the Company. So, preferred ratio cannot be derived.

Annexure - E
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March, 2019

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

To,
The Members,
INTEGRA ENGINEERING INDIA LIMITED
Post Box No.55, Chandrapura village,
Taluka Halol, Panchmahals,
Gujarat-389350

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

Based on our verification of the INTEGRA ENGINEERING INDIA LIMITED 's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 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;

[Presently: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Presently: The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Presently: The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]
- (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) Having regard to the products and processes of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, we further report that the Company has complied with the following laws applicable specifically to the Company:
 - (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. [including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')]

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, 2009/2018
 - 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 Ordinary Resolution at the Annual General Meeting held on 19th July, 2018 authorizing the Board of Directors to enter into transactions with related parties, pursuant to Sec 188 of The 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.

For Devesh Pathak & Associates
Practising Company Secretaries

Date: 15th May, 2019

Place: Vadodara

Devesh A. Pathak
(proprietor)
FCS No.4559
CP No : 2306

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

15th May, 2019

To,

The Members,

INTEGRA ENGINEERING INDIA LIMITED

Post Box no. 55, Chandrapura Village,

Taluka Halol, Panchmahals

GUJARAT- 389 350

Ref: Secretarial Audit Report dated 23rd April, 2019 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 Pathak & Associates
Practising Company Secretaries

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

Secretarial compliance report of INTEGRA ENGINEERING INDIA LIMITED for the year ended 31.03.2019

We, Devesh Pathak & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by INTEGRA ENGINEERING INDIA LIMITED (“the listed entity”),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- for the year ended 31st March, 2019 (‘Review period’) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.) and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
N.A.	N.A.	N.A.	N.A.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records;
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: N.A.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

For Devesh Pathak & Associates
Practising Company Secretaries
CS Devesh A. Pathak
Proprietor
FCS No. 4559
CP No.: 2306
Place : Vadodara
Date : 10th May, 2019

(Note:

- Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
- Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.
E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:
 - all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.
 - the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Annexure – F

Report on Corporate Governance

[Pursuant to Regulation 34 read with Schedule V of The Securities & Exchange Board of India (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. The 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 31st March, 2019, the Board of Directors of the Company ("Board") consists of Non-Executive Directors including one women director and Independent Directors. The Board has six members comprising of two Non-Executive Directors including Chairperson and four Independent Directors at the end of the financial year 2018-19. Regulation 17 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

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.

Independent Directors have submitted their declaration of Independence and in the opinion of the Board, Independent Directors fulfil the conditions specified in the regulations and are independent of the management.

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other Companies as at 31st March, 2019 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 19.07.18	*No. of other directorships and committee memberships / chairmanships		
		Held	Attended		Other directorships*	Committee Memberships**	Committee Chairmanships**
Mrs. Corinne Ruckstuhl	Chairperson & Non-Executive Director	4	4	Yes	0	2	0
						Audit and Stakeholders Relationship Committee of Integra Engineering India Ltd.	

Name of the Director	Category	No. of Board Meetings held and attended during the year		Attendance at Last AGM held on 19.07.18	*No. of other directorships and committee memberships / chairmanships		
		Held	Attended		Other directorships*	Committee Memberships**	Committee Chairmanships**
Mr. Adrian Oehler	Non-Executive Director	4	4	Yes	0	1 Stakeholders Relationship Committee of Integra Engineering India Ltd.	0
Mr. Shalin Divatia	Independent Director	4	4	Yes	0	1 Stakeholders Relationship Committee of Integra Engineering India Ltd.	1 Audit Committee of Integra Engineering India Ltd.
Mr. Rahul Divan	Independent Director	4	4	Yes	0	1 Audit Committee of Integra Engineering India Ltd.	0
Mr. Bhargav Patel	Independent Director	4	2	No	1 Camlin Fine Sciences Ltd.	2 Audit Committee of Camlin Fine Sciences Ltd. and Integra Engineering India Ltd.	0
Mr. Mahendra Sanghvi	Independent Director	4	1	No	2 Shaily Engineering Plastics Ltd. and Munjal Auto Industries Ltd.	3 Audit and Stakeholders Relationship Committee member of Munjal Auto Industries Ltd. and Audit Committee of Integra Engineering India Ltd.	1 Stakeholders Relationship Committee of Integra Engineering India Ltd.

*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 'LODR'.

Neither of the Directors are related inter-se nor they hold any shares or convertible instruments.

Familiarization of the Independent director is considered every year and they are briefed with the changes in the applicable laws

alongwith requisite factory visits. Details of such programme procedure is available on the website of the Company as <http://integraengineering.in/userfiles/investorfile/1469075829.pdf>

The Board is a skills-based board comprising directors who collectively have the skills, knowledge and experience to effectively govern and direct the organisation.

The skills and attributes of the Board can be broadly categorised as follows:

- Governance Skills
- Industry Skills
- Personal Attributes

Governance Skills

Strategy	Strategy and strategic planning	Ability to think strategically, identify, critically assess strategic opportunities, threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
Policy	Policy development	Ability to identify key issues and opportunities for the Company within the industry and develop appropriate policies to define the parameters within which the organisation should operate
Finance	Financial performance	Qualifications and experience in accounting and / or finance and the ability to: <ul style="list-style-type: none"> Analyse key financial statements Critically assess financial viability and performance Contribute to strategic financial planning Oversee budgets and the efficient use of resources And oversee funding arrangements and accountability
Risk	Risk and compliance management	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
Executive management	Executive management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> Appoint and evaluate the performance of the CEO and senior executive managers Oversee strategic human resource management including workforce planning, and employee and industrial relations; and oversee large scale organisation change
Commercial	Commercial experience	A broad range of commercial / business experience, preferably in the areas including communications, marketing, practices and improvement
International	International	Knowledge of and experience in companies with operations outside India

Industry Skills

Skills areas	Description	Assessment of the Board
Technology	Understanding the current drivers of innovation in our relevant business sector such transports and electrical technology with a view to expand business for existing products and diversify in new sectors – related / unrelated	All of the Board members have direct and long term experience in the Metal and Steel industry. Further they have extensive experience in transferable skill areas such as Marketing, Technology innovation and Client engagement.
Client engagement	Experience in engaging with management of businesses and organisations and other customers to assess industry needs and deliver appropriate solutions to maintain positive relationships with clients over time	
Community and stakeholder engagement	High level reputation and networks in the local community including with relevant industry organisations and consumer or business groups. Also the ability to effectively engage and communicate with those stakeholders	
Marketing	Knowledge of and experience in marketing services to business clients	

Personal Attributes

Attributes	Description
Integrity	A commitment to: <ul style="list-style-type: none"> Understand and fulfil the duties and responsibilities of a director and maintain knowledge in this regard through professional development; Putting the Company's interest before any personal interests; Acting in a transparent manner and declaring any activities or conduct that might be a potential conflict and Maintaining Board confidentiality at all times
Commitment	A visible commitment to the purpose for which the Company has been established and operates, and its ongoing success
Critical and innovation thinker	The ability to critically analyse complex and detailed information, readily distil key issues and develop innovative approaches / solutions to the problems
Leader	Innate leadership skills including the ability to: <ul style="list-style-type: none"> Appropriately represent the organisation Set appropriate Board and organisation culture Make and take responsibility for decisions and actions

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 LODR 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 Chairperson 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 Chairperson. 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			
		03.05.18	19.07.18	30.10.18	30.01.19
Mrs. Corinne Ruckstuhl	Chairperson & Non-Executive Director	✓	✓	✓	✓
Mr. Adrian Oehler	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 four (4) Committees of the Board.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

4. Corporate Social Responsibility 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 6A and 7 of The Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 18 of The LODR and includes:

- 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. Evaluation of the Company's internal financial control and risk management system;
6. Recommendation of appointment/ re-appointment of Statutory Auditors and also reviews and monitors the auditor's independence and performance and effectiveness of audit process.

The Audit Committee of the Company meets the criteria laid down under Section 177 of The Companies Act, 2013 and Regulation 18 of LODR

Composition as well as Attendance of Audit Committee:

Name of the Director	Category	Status	No. of meeting attended	Date of Board Meeting and attendance				
				02.04.18	03.05.18	19.07.18	30.10.18	30.01.19
Mr. Shalin Divatia	Independent Director	Chairman	5/5	✓	✓	✓	✓	✓
Mr. Rahul Divan	Independent Director	Member	5/5	✓	✓	✓	✓	✓
Mrs. Corinne Ruckstuhl	Non-Executive Director	Member	4/5	--	✓	✓	✓	✓
Mr. Bhargav Patel	Independent Director	Member	3/5	✓	✓	--	✓	--
Mr. Mahendra Sanghvi	Independent Director	Member	2/5	✓	--	✓	--	--

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

In compliance with Section 178 of The Companies Act, 2013 and Regulation 19 of LODR, 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 recommendation 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 recommendation to the Board of their appointment and removal;
4. Overseeing familiarization programmes for directors.

Composition as well as Attendance of Nomination and Remuneration Committee:

Name of the Director	Category	Status	No. of meeting attended	Date of Board Meeting and attendance
				03.05.18
Mr. Bhargav Patel	Independent Director	Chairman	1/1	✓
Mr. Adrian Oehler	Non-Executive Director	Member	1/1	✓
Mrs. Corinne Ruckstuhl	Non-Executive Director	Member	1/1	✓
Mr. Shalin Divatia	Independent Director	Member	1/1	✓

During the financial year 2018-19, nomination and remuneration committee met once on 03.05.18.

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 LODR.

Performance Evaluation Criteria of selection of Independent Directors:

- The Independent Directors shall be of high ethical standards and integrity with relevant expertise, experience and particular skills that will complement Board effectiveness.
- In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall determine and fulfils the criteria of independence, in accordance with the provisions stipulated under The Companies Act, 2013 as well as LODR.
- 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.
- 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.
- 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:

- 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;
 - In compliance with The Companies Act, 2013, and rules framed thereunder and LODR;
 - 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).
- Positive attributes of Directors (including Independent Directors):**
 - Directors are to demonstrate integrity, credibility, trustworthiness, 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 / Wholetime Director / Independent Directors shall be in consonance with the provisions of the Companies Act and LODR.

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 2018-19 is as under:

Name	Sitting Fees (in ₹)
Mr. Adrian Oehler	210,000/-
Mrs. Corinne Ruckstuhl	250,000/-

Independent Directors:

Sitting fees paid to Independent Directors during the financial year 2018-19 is as under:

Name	Sitting Fees (in ₹)
Mr. Shalin Divatia	250,000/-
Mr. Rahul Divan	200,000/-
Mr. Bhargav Patel	110,000/-
Mr. Mahendra Sanghvi	60,000/-

(iii) Stakeholders' Relationship Committee:

In compliance with Section 178 of The Companies Act, 2013 and Regulation 20 and Schedule II, LODR, 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	Date of Meeting and attendance			
				03.05.18	19.07.18	30.10.18	30.01.19
Mr. Mahendra Sanghvi	Independent Director	Chairman	1/4	-	✓	-	-
Mr. Shalin Divatia	Independent Director	Member	4/4	✓	✓	✓	✓
Mr. Adrian Oehler	Non-Executive Director	Member	4/4	✓	✓	✓	✓
Mrs. Corinne Ruckstuhl	Non-Executive Director	Member	4/4	✓	✓	✓	✓

During the financial year 2018-19, Stakeholder's Relationship Committee met four times on 03.05.18, 19.07.18, 30.10.18 and 30.01.19

Details of investor complaints received and redressed during the year 2018-19 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
0	11	11	0

(iv) Corporate Social Responsibility Committee:

The Company did not fall in any of the criteria of Section 135(1) of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 during the financial year 2018-19 and hence the Company is not required to comply with the same.

However, keeping in view the results for the financial year ended 31st March, 2019, The Corporate Social Responsibility (CSR) Committee was constituted by the Board of Directors on 15th May, 2019 in terms of the provisions of Section 135(1) of the Act. The said Committee reviewed and adopted CSR policy aligned with the activities specified in Schedule VII of the Act.

The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

The terms of reference for the CSR Committee include:

1. Formulate a CSR policy which shall indicate activities to be undertaken by the Company.
2. Recommend the CSR policy to the Board.
3. Recommend the amount of expenditure to be incurred on the activities.

4. Monitor the policy from time to time as per the CSR policy.

CSR policy is available on the website of the Company at <http://integraengineering.in/userfiles/investorfile/1558417658.pdf>

Composition of CSR Committee

Name of the Director	Category	Status
Corinne Ruckstuhl	Non-Executive Director	Chairperson
Adrian Oehler	Non-Executive Director	Member
Mahendra Sanghvi	Independent Director	Member

The Company will commence spending on CSR activities from the Financial year 2019-20 as CSR is applicable from the Financial year 2019-20.

3. General Body Meetings:

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

AGM No.	Date	Time	Location
Thirty Sixth	19 th July, 2018	01:00 p.m.	P. O. Box No. 55,
Thirty Fifth	19 th July, 2017	04.00 p.m.	Chandrapura Village,
Thirty Fourth	19 th July, 2016	03.00 p.m.	Taluka Halol, Panchmahal-389350

Details of Special Resolutions passed in the previous three AGM:

No Special Resolution was passed in 36th AGM held on 19th July, 2018

No Special Resolution was passed in 35th AGM held on 19th July, 2017

- **One Special Resolution was passed in the 34th AGM held on 19th July, 2016:**

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

- **One Special Resolution was passed in the 33rd AGM held on 12th August, 2015:**

- Employee Stock Option Plan (2015)

No Special Resolution was passed in 32nd AGM held on 2nd May, 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 thereunder. 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. The Company has also formulated a Related Party Transactions Policy which is available on the website of the Company on http://integraengineering.in/userfile/investorfile/policy_on_RPT_IEIL_01_04_19.pdf. 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 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 rules framed 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.

- number of complaints filed during the financial year - Nil
- number of complaints disposed of during the financial year - Nil
- number of complaints pending as on end of the financial year - Nil

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 LODR. The quarterly, half-yearly and annual results of the Company are published in English (Indian Express) and Gujarati (Loksatta) newspapers as per the requirements of Regulation 47 of LODR. 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:

- Annual General Meeting: Day : Thursday
Date : July 18, 2019
Time : 12:00 p.m.
- Financial Year: 1st April, 2018
to 31st of March, 2019
- Date of Book Closure: July 12, 2019 to July 18, 2019
- Listing on Stock Exchanges: - The BSE Limited
1st Floor, Rotunda Building,
B.S. Marg, Fort,
Mumbai -400 001
- Listing Fees: The Company has paid
annual listing fees to the
Stock Exchange for the year
2019-20
- Stock Code: BSE Limited : 505358
- CIN of the Company: L29199GJ1981PLC028741
- ISIN: INE984B01023

- ix. Monthly high, low prices and number of shares traded from April, 18 to March, 19 on the BSE Limited are as follows:

Months	BSE Limited		
	High (₹)	Low (₹)	Total No. of Shares Traded
April, 18	63.75	51.65	367,058
May, 18	59.30	45.55	267,977
June, 18	52.35	43.55	225,292
July, 18	60.75	45.00	286,339
August, 18	61.00	48.65	449,505
September, 18	63.00	45.10	439,942
October, 18	51.90	37.40	513,453
November, 18	63.00	45.45	480,020
December, 18	62.95	53.30	260,166
January, 19	59.65	49.05	213,355
February, 19	56.85	49.00	170,657
March, 19	58.50	52.25	473,278

- x. Registrar and Transfer Agents:
Link Intime India Private Limited
B-102 & 103 Shangrila Complex, First floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota
Vadodara - 390020
(E): vadodara@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:
Mrs. Harneet Kaur Anand
Company Secretary & Compliance Officer
Integra Engineering India Limited
P. O. Box No. 55, Chandrapura Village,
Taluka Halol, Panchmahal - 389350.
(M): 9737041570;
(T): (02676) 221870
Email id: info@integraengineering.in
Website: www.integraengineering.in

- xiii. Plant Locations:

UNIT – I

P. O. Box No. 55, Chandrapura Village,
Taluka Halol, Panchmahal – 389350

UNIT – II

Halol – Champaner Road, P.O. Chandrapura Village,
Taluka Halol, Panchmahal - 391520

- xiv. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity :
Company had neither issued GDRs/ADRs nor stock options during the year under consideration
- xv. Dematerialization of Shares:
91.09% of the paid-up capital of the Company has been in dematerialised form as on 31st March, 2019
- xvi. Shareholding Pattern as on 31st March, 2019:

Sr. No.	Categories	No. of Shares	% of Total Capital
1	Promoters and Promoter Group	18,723,341	54.6744
2	Financial Institutions / Banks	12,230	0.0357
3	Bodies Corporate	799,780	2.3355
4	Individuals	12,886,875	37.6312
5	Clearing Members	109,188	0.3188
6	Hindu Undivided Family	720,125	2.1028
7	Non Resident Indians	126,160	0.3684
8	Trusts	41,400	0.1209
9	Foreign Portfolio Investors	800	0.0023
10	Mutual Funds / UTI	83,600	0.2441
11	NBFC registered with RBI	22,368	0.0653
12	Office Bearers	75	0.0002
13	Unclaimed Shares*	719,254	2.1003
	Total	34,245,196	100

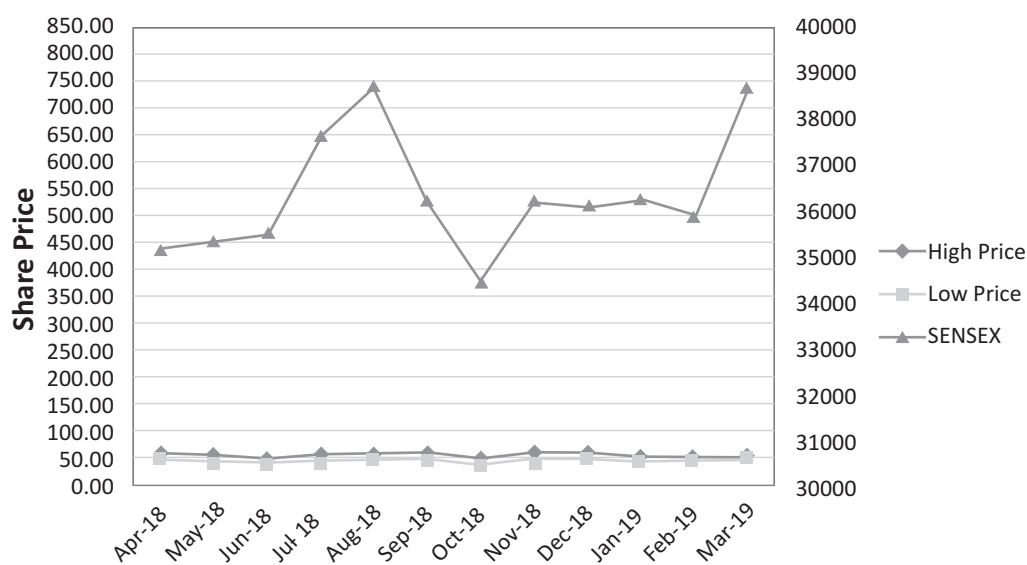
* Unclaimed Shares are held in physical form by the Company i.e. Integra Engineering India Limited as on 31st of March, 2019.

xvii. Distribution Schedule as on 31st March, 2019:

Sr. No.	Holding (No. of Shares)	No. of shareholders	% of Total Shares	Shares	% of Total
1.	Between 1 and 500	15698	82.0381	1993892	5.82
2.	Between 501 and 1000	1200	6.2712	1005391	2.94
3.	Between 1001 and 2000	1323	6.9140	1907368	5.57
4.	Between 2001 and 3000	312	1.6305	810766	2.37
5.	Between 3001 and 4000	96	0.5017	341557	1.00
6.	Between 4001 and 5000	138	0.7212	646109	1.89
7.	Between 5001 and 10000	194	1.0138	1438479	4.20
8.	> 10000	174	1.9093	26101634	76.22
	Total	19135	100.00	34245196	100.00

xviii. Performance in comparison to broad based indices such as BSE Sensex

Share Price at BSE for the year 2018-18

xix. Position of Shares as on 31st March, 2019:

The Percentage of Shares held in NSDL 76.86%, CDSL 14.23% and in Physical Form 08.91%

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	719,254

Disclosures

- a) There were no transactions of material nature with its promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

The Audit Committee has granted omnibus approval for related party transactions in the ordinary course of business. The same are reviewed on a quarterly basis by the Audit Committee. Transactions with related parties have also been disclosed in the Annual Accounts.

Policy on transactions with related parties has been displayed on the Company's website www.integraengineering.in.

- b) There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.
- c) In line with the requirements of the Regulation 17(9) of the Listing Regulations, the Board reviewed the Management's perception of the risks facing the Company and measures taken to minimize the same.
- d) As required by Regulation 17(8) of the Listing Regulations, the Chief Executive Officer and the Chief Financial Officer have submitted a Certificate to the Board in the prescribed format for the financial year ended 31st March 2019. The Certificate has been reviewed by the Audit Committee and taken on record by the Board.
- e) The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations. The Company has also adopted certain discretionary requirements of the Listing Regulations i.e. providing the Chairman of the Company with the resources required by him to discharge his responsibilities as Chairman of the Company and appointment of separate persons to the post of Chairman and Managing Director. The Financial Statements of the Company are unqualified.
- f) The Company has no imports / exports during the year and has also not involved in any hedging activities. Thus there is no commodity price risk / foreign exchange risk / hedging activities of the Company.

- g) The Company has one associate and no subsidiary. M/s. K. C. Mehta are the statutory auditors of the Company and following services are availed from them against their fees:

Particulars	Amount in ₹ ('000)
Statutory Audit fees	675
Taxation Matters	115
Other Services	396
Reimbursement of expenses	58

- h) As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary acts as the Compliance Officer. The Code of Conduct is applicable to all Directors and identified employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company.

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 the Company/their Depository Participants (DPs)/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

Corinne Ruckstuhl

Chairperson & Non-Executive Director
DIN: 03531399

Place : Mumbai
Date : May 15, 2019

CONFIRMATION ON CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of The Securities Exchange Board of India (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, 2019, as envisaged in Regulation 34(3) read with Schedule V (Part D) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Integra Engineering India Limited

Date :May 15, 2019
Place :Mumbai

Utkarsh Pundlik
Chief Executive Officer

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 31st March, 2019 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

Date :May 15, 2019
Place :Mumbai

Utkarsh Pundlik
Chief Executive Officer

Bhavin Kariya
Chief Financial Officer

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
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, 2019, 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, 2019 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 Pathak & Associates
Practising Company Secretaries**

Place :Vadodara
Date :May 15, 2019

Devesh Pathak
FCS No. 4559
CP No. 2306

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Integra Engineering India Limited having CIN-L29199GJ1981PLC028741 and having registered office at Post Box no. 55, Chandrapura village, Taluka - Halol, Panchmahals, Gujarat 389350 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority except

of Statutory Authority and reason].

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Rahul Gautam Divan	00001178	13/06/2012
2	Mahendra Bhogilal Sanghvi	00084162	03/01/2011
3	Bhargav Anilkumar Patel	00318051	28/02/2014
4	Adrian Manuel Oehler	00360332	03/01/2011
5	Shalin Sunandan Divatia	00749517	03/01/2011
6	Corinne Christina Ruckstuhl	03531399	18/04/2011

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Devesh Pathak & Associates

Devesh A. Pathak
ACS4559
CP No. 2306

Place: Vadodara
Date : 15th May, 2019

Annexure G**Management Discussion and Analysis Report****Overview**

Integra Engineering India Limited (IEIL) operates in various sectors including power and transportation. IEIL's segments also include manufacturing and sales of Railway control systems and contract engineering and manufacturing.

Current production includes electro-mechanical relays, cable harnesses, wiring plates, fuse auto change over systems and mechanical enclosures like Power Converter, Traction Converter, as well as Auxiliary converter.

Industry structure and developments

Finance Minister Piyush Goyal, while presenting the Interim Budget for 2019 mentioned that the Centre has set the overall capital expenditure programme for Indian Railways at ₹ 1.58 lakh crore, the highest ever for the national transporter.

The capital support from the Budget for Railways is proposed at ₹ 64,587 crore in 2019-20 (Budget estimate) compared to ₹ 53,060 crore in 2018-19. The overall capital expenditure programme for Railways is of ₹ 1,58,658 crore

The Indian Railways has embarked on a mission of 100% electrification of railway tracks to meaningfully contribute to reduction in carbon emissions. In view of the strategic decision, Diesel Locomotive Works, Varanasi has developed a new prototype of electric locomotive that has been converted from diesel locomotive into electric locomotive. After its successful trials, it has been launched in the Varanasi to Ludhiana sector.

Railways have planned to discontinue mid-life rehabilitation of diesel locomotives and decided to convert them to electric locomotives and effectively utilise them till their codal life.

Government Initiatives

Government has allocated Funds of ₹ 7,255 crore for construction of new lines, ₹ 2,200 crore for gauge conversion, ₹ 700 crore for doubling of tracks, ₹ 6,114 crore for rolling stock and ₹ 1,750 crore for signalling and telecom. In this way Government would support Railway sector to upgrade with new technology. Eventually, this would strengthen the rail transport sector, increase the revenue and take the country to the next level.

Infrastructure development leads the growth engine in India. Engineering sector plays a pivotal role in all segments of Indian industry. India's engineering sector has been de-licensed and currently enjoys the option of 100% Foreign Direct Investment.

The Interim Union Budget for 2019-20 gave special impetus to infrastructure that included railways, defence, textile and Micro Small and Medium Enterprises among other sector. The "Make in India" policy continues to be driven aggressively by the government, to achieve greater self-sufficiency in sectors like defence, railways etc.

Private sector participation is encouraged by providing initial capital, with a view to attract global players and encourage import substitution.

INTEGRA Engineering India Ltd. was able to record an order intake of around ₹ 605,209,000, representing an increase of almost 19% over 2017-18. Revenue also posted a robust 36% increase in the fiscal year 2018-19.

Opportunity & Threats

The strategy of the government includes planned growth across all sector. Business is on the threshold of strong growth that is driven by infrastructure. This has attracted new players in the industry and has led to higher capacities, substantial improvement in quality of products and services. Most organisations invest in resources including research and development to be able to handle the increased demand of quantity and quality. Specialised project handling teams are the need of the hour and manufacturers are gearing up to meet the requirements.

The Company continues to benefit from this aggressive growth of railways, power and transportation sector. In view of the new projects in these sectors, the company has a very good potential to expand its product as well as customer base.

Other engineering sectors are poised for growth as well. Automation and telecommunication offer a potential growth area for the Company.

Parliamentary elections scheduled in April and May 2019 may pose a political risk. Other risks include economic, legal / regulatory and business risks.

Segment wise or products wise performance :

Currently, the Company caters to its selected business sector – fabrication of specialised products and manufacturing products for electrical and signaling industry.

During the FY. 2018-19, the revenue of the Company grew by 36% compared to the previous FY. 2017-18 and the company reached a total turnover of ₹ 626,625,336.

Outlook

The Company continues its drive to expand its product offering for its designated sector. New products are being developed to increase the portfolio.

The positive outlook of various sectors of the economy augur well to enhance the existing manufacturing capabilities catering to the new as well as existing. Sheet metal processing has encouraging prospects and additional measures continue to be implemented to improve processes and enhance manufacturing capabilities through better management systems.

The company continues to upgrade its production facilities for offering enclosures to various sectors of the industry viz. automation, control, telecommunication etc.

The current market trend and response to the operation of the company is very positive. The management is confident to be able to benefit from the improved economic environment as well as current and proposed investments. Integra Engineering India Limited is well positioned for its continued expansion and growth for the next few year.

Risks & Concerns

The impending parliamentary elections pose a risk in terms of continuation of the growth strategy in various sectors. Indian railways continues its drive to use new technology based on electronics which may pose a potential risk to our product portfolio.

With a view to sustain and improve market presence, Company needs to develop new products.

Internal Control Systems and their adequacy:

Currently, 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 un-authorised use or disposition and those transactions are authorised, recorded and reported correctly. A new ERP system has been introduced in a phased manner. The system implementation will continue in FY 2019-20 to encompass all areas of business operations.

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 2019-20.

The Company has identified the following ratios as key financial ratios:

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Operating Profit Margin Ratio (%)	13.34%	9.23%	13.34%	9.23%
Net Profit Margin Ratio (%)	17.74%	7.39%	17.74%	7.39%
Debt Equity Ratio	1.37	2.54	1.37	2.54
Current Ratio	1.88	1.54	1.88	1.54
Debtors Turnover Ratio	3.67	3.98	3.67	3.98
Inventory Turnover Ratio	4.96	5.06	4.96	5.06

Ratios where there has been significant changes in the current year compared to the immediately previous year:

Operating profit margin ratio is computed as earnings before interest and tax divided by Revenue from operation. It has increased on account of increase in the revenue of current year by 36% compared to 2017-18 with increase in variable, semi variable and fixed cost.

Net profit margin ratio is computed as profit for the year divided by Revenue from operation. It has increased on account of revenue growth and increase in deferred tax assets by ₹ 40,624 ('000). Out of total increase in deferred tax assets, the company has recognised

Discussion on financial performance with respect to operational performance

Your Company has achieved a turnover of ₹ 626,625,336 for the financial year 2018-19. This is a 36% increase against the, Company's turnover of ₹ 461,232,758 for the previous financial year 2017-18. Further, Company attained profit after tax of ₹ 111,169,416 in the F.Y. 2018-19.

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. 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 by way adding resources – infrastructure, technological, managerial as well as technical. 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 as well as encourages employee engagement activities, employee benefits, trainings etc. Company has defined various policies for its operations.

Key Financial Ratio:

In accordance with the SEBI (Listing Obligation and Disclosure Requirements 2018)(Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

deferred tax asset on carried forward loss and unabsorbed depreciation amounting to ₹ 27,737 ('000) pursuant to the order of Assessing Officer giving effect to the order of Commissioner of Income Tax (Appeals) for A.Y. 2007-08 considering that future taxable profit will be available against which such unused tax losses can be utilised.

Debt Equity ratio is computed as total liabilities i.e total of non current liabilities and current liabilities divided by total Equity. It has improved from 2.54 to 1.37 on account of transfer of profit for the year ₹ 111,169 ('000) to retained earnings.

INDEPENDENT AUDITOR'S REPORT

To the Members of Integra Engineering India Limited
Report on the Audit of the Standalone Financial Statements
Opinion

We have audited the accompanying standalone financial statements of Integra Engineering India Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) prescribed under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of these standalone financial statements. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the matter
1	<p>Recognition and measurement of deferred taxes including unused tax credit</p> <p>(Refer to note no. 9 to the standalone financial statement)</p> <p>As at 31st March 2019 the Company has recorded a deferred tax asset of ₹ 27,737 ('000) relating to carry forward losses and unabsorbed depreciation and ₹ 19,225 ('000) relating to unused tax credits considering that future taxable profit will be available against which such unused tax losses can be utilised.</p> <p>We identified the recoverability of these deferred tax assets as a key audit matter as recognition of these assets involves judgement by management as to the likelihood of the realization of these deferred tax assets, which is based on a number of factors including whether there will be sufficient taxable profits in future periods to support recognition.</p>	<p>Principal Audit Procedures:</p> <p>Our procedures in relation to management's assessment about the recoverability of deferred tax assets including unused tax credits included:</p> <ul style="list-style-type: none"> Evaluating management's assessment on the sufficiency of future taxable profits in support of the recognition of deferred tax assets by comparing management's forecasts of future profits to historical results and evaluating the assumptions used in those forecasts. Obtaining the communications between the Company and taxation authorities regarding tax positions. Assessing the adequacy of the deferred tax disclosures (Note 9) to the standalone financial statements. <p>Conclusion:</p> <p>We found that the assumptions and estimates were within the acceptable range and that the disclosures (Note 9) are appropriate.</p>
2	<p>Litigations and claims</p> <p>(Refer to note 41 to the standalone financial statements)</p> <p>The cases are pending with multiple tax authorities like Income Tax, Excise, service tax etc and labour law cases which have not been acknowledged as debt by the Company.</p> <p>In normal course of business, financial exposures may arise from pending proceedings not acknowledged as debt by the Company. Whether a claim needs to be recognized as liability or disclosed as</p>	<p>Principal Audit Procedures:</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Evaluation of management's judgment of tax risks, estimates of tax exposures, other claims and contingencies. Third party opinions, past and current experience with the tax authorities and management's response including on the labour law cases were used to assess the appropriateness of management's best estimate of the most likely outcome of each uncertain contingent liability.

Sr. No.	Key Audit Matter	How our audit addressed the matter
	<p>contingent liability in the standalone financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognised or disclosed in the standalone financial statements, is inherently subjective.</p> <p>We have considered Litigations and claims as Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.</p>	<ul style="list-style-type: none"> • Discussing selected matters with the entity's management. • Critically assessing the entity's assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the standalone financial statements. Assessment of the probability of negative result of litigation and the reliability of estimates of related obligation. <p>Conclusion: Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation & disclosure on the subject matter in the standalone financial statements.</p>
3	<p>Reasonableness of carrying amount of assets held for sale (Refer to note 19 to the standalone financial statements)</p> <p>In March 2018, the Company classified Water jet machine as Non-Current asset held for sale and is carried at fair value less cost to sell in accordance with 105 as at reporting date.</p> <p>Non-Current assets held for sale carried at fair value have been estimated using significant unobservable inputs as a result of which fair value is sensitive to changes in input assumptions.</p> <p>The application of 105 'Non-Current Asset Held for Sale and Discontinued operations' is significant to our audit because the transaction and its accounting is non-routine and involves significant management judgements.</p>	<p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> • An evaluation of the Company's conclusions on the classification of Non-Current asset as held for sale. • Obtaining valuation report for fair value determined by external valuer and • Evaluating significant inputs used by valuer for determining fair value of asset. <p>Conclusion: Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation & disclosure for asset held for sale in standalone financial statements.</p>

Information Other than the standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis/ Corporate Governance and Shareholder's Information but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing

of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of standalone the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that a matter/s should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows 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 Ind AS prescribed under Section 133 of the Act;
 - e. on the basis of the written representations received from the directors as on 31st March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019, 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate

- report in "Annexure B";
- g. with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, the Company has neither paid nor provided for any remuneration to its directors during the year;
 - h. 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 standalone financial statements – Refer Note 41 to the standalone 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Vishal P. Doshi
Partner
Membership No. 101533

Place: Mumbai
Date: 15th May, 2019

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") on the Standalone financial statements for the year ended 31st March 2019, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular program of physical verification of fixed assets which, in our opinion is reasonable. The assets which were to be covered as per the said program have been physically verified by the management during the year. In our opinion and According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties of the Company are held in the name of the Company.
- ii. The inventories of finished goods, stores, spare part and raw materials have been physically verified by the management. In our opinion the frequency of verification is reasonable. On the basis of our examination of the records of inventory, we are of the opinion that the discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
- iii. 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) (a) to clause (iii) (c) of the Order is not applicable to the Company.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made.
- v. 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 Act, and the rules framed thereunder or under the directives issued by the Reserve Bank of India and therefore, reporting under clause (v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and

are of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

- vii. (a) 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, goods and service 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, goods and service tax, cess and other statutory dues were in arrears, as at 31st March 2019 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 on the basis of our examination of the records of the Company, there are no disputed dues in respect of Sales tax, Service tax, duty of customs, goods and service tax and value added tax which have not been deposited. According to the information and explanations given to us, the following are the particulars of Income tax and Service tax as at 31st March, 2019 which have not been deposited on account of dispute:

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	530	A.Y. 2013-14	Income tax Appellate Tribunal
		2537	A.Y. 2014-15	Commissioner of Income Tax (Appeal)
		12314	A.Y. 2007-08	Commissioner of Income Tax (Appeal)
The Finance Act, 1944	Service Tax	16,722	2008-09 to 2014-15	Custom, Excise and Service Tax Appellate Tribunal
The Finance Act, 1944	Service Tax	1027	Dec-16 to June 2017	Assistant Commissioner of Sales Tax
Value added Tax Act	Sales Tax	168	F.Y. 2014-15	Assistant Commissioner of Sales Tax

- 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. The Company has not raised any money by way of initial public offer or further public offer (including debt instrument) or term loans during the year and therefore, reporting under clause (ix) of the Order is not applicable to the Company.

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management of the Company.
- xi. According to the information and explanations given to us, the Company has not paid or provided any managerial remuneration during the year and therefore, reporting under clause (xi) of the Order is not applicable to the Company.
- xii. 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, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year 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. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

Vishal P. Doshi
Partner
Membership No. 101533

Place: Mumbai
Date: 15th May, 2019

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Integra Engineering India Limited** on the standalone financial statements of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls with reference to financial statements of **Integra Engineering India Limited** ("the Company") as of 31st March 2019 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 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 ICAI. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 standalone 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Vishal P. Doshi
Partner
Membership No. 101533

Place: Mumbai
Date: 15th May, 2019

Standalone Balance Sheet as at 31st March, 2019

(Amount in ₹ '000)

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	4	1,14,009	1,09,886
(b) Intangible assets	5	1,488	2,045
(c) Investment Property	6	933	1,014
(d) Financial Assets			
(i) Investments	7	-	-
(ii) Others	8	3,713	7,714
(e) Deferred tax Assets (Net)	9	53,631	13,059
(f) Other non-current assets	10	7,449	10,596
Total non-current assets		1,81,223	1,44,314
(2) Current Assets			
(a) Inventories	11	1,08,609	73,220
(b) Financial Assets			
(i) Trade receivables	12	1,84,025	1,57,376
(ii) Cash and cash equivalents	13	37,470	14,542
(iii) Other Bank Balances	14	25,439	24,230
(iv) Loans	15	183	167
(v) Others	16	1,747	2,626
(c) Current Tax Assets (net)	17	2,782	-
(d) Other current assets	18	6,438	4,951
Total current assets		3,66,692	2,77,110
Assets classified as held for sale	19	4,652	5,042
Total assets		5,52,566	4,26,466
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	20	34,245	34,245
(b) Other Equity	21	1,98,436	86,284
Total equity		2,32,681	1,20,530
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	1,24,000	1,24,000
(b) Provisions	23	380	1,697
Total non-current liabilities		1,24,380	1,25,697
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	26,947	11,545
(ii) Trade payables	25		
(A) due to micro enterprises and small enterprises"		7,941	-
(B) due to other than micro enterprises and small enterprises		73,977	79,587
(iii) Others	26	84,380	76,639
(b) Other current liabilities	27	1,684	3,500
(c) Provisions	28	577	607
(d) Current Tax Liabilities (net)	29	-	8,361
Total current liabilities		1,95,505	1,80,239
Total Equity and Liabilities		5,52,566	4,26,466
Significant Accounting Policies and Notes to Financial Statements	1-55		
As per our report of even date attached			
For K. C. Mehta & Co.		For and on behalf of the Board	
Chartered Accountants			
Vishal P. Doshi	Corinne Ruckstuhl	Rahul Divan	Bhavin Kariya
Partner	Director	Director	CFO
Membership No. 101533	DIN: 03531399	DIN: 00001178	
Place : Mumbai	Place : Mumbai		Harneetkaur Anand
Date : 15.05.2019	Date : 15.05.2019		Secretary

Standalone Statement of Profit and Loss for the year ended 31st March, 2019

(Amount in ₹ '000)

Particulars	Note No.	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
I Revenue from operations	30	6,26,625	4,61,233
II Other income	31	18,154	17,145
III Total income (I+II)		6,44,779	4,78,378
IV EXPENSES			
Cost of materials consumed	32	3,34,164	2,33,025
Purchase of Stock in trade	33	16,710	15,224
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	34	(18,692)	(8,580)
Excise Duty on Sales		-	9,818
Employee Benefits Expense	35	74,555	56,687
Finance Costs	36	7,654	5,734
Depreciation and amortization expense	37	11,227	9,087
Other Expenses	38	1,28,593	1,09,177
Total expenses (IV)		5,54,211	4,30,172
V Profit before tax(III-IV)		90,568	48,206
VI Tax expense:	39		
(a) Current tax relating to:			
- current year		19,640	10,610
- earlier years		383	-
(b) Deferred tax		(40,624)	3,495
VII Profit for the year (V-VI)		1,11,169	34,102
VIII Other comprehensive income (OCI)			
(a) Items that will not be reclassified to profit or loss			
(i) Re-measurement of the defined benefit plans		188	(1,351)
- tax impact		52	(372)
		136	(979)
IX Total comprehensive income for the year (VII+VIII)		1,11,305	33,123
X Earnings per equity share:	46		
Basic (in ₹)		3.25	1.00
Diluted (in ₹)		3.25	1.00
Significant Accounting Policies and Notes to Financial Statements	1-55		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered AccountantsVishal P. Doshi
Partner
Membership No. 101533Place : Mumbai
Date : 15.05.2019

For and on behalf of the Board

Corinne Ruckstuhl
Director
DIN: 03531399Bhavin Kariya
CFOPlace : Mumbai
Date : 15.05.2019Rahul Divan
Director
DIN: 00001178Harneetkaur Anand
Secretary

Standalone Statement of Changes in Equity for the year ended on 31st March, 2019

Equity Share Capital:

Particulars	(Amount in ₹ '000)
Balance as on 1st April, 2017	34,245
Changes during the year	-
Balance as on 31st March, 2018	34,245
Changes during the year	-
Balance as on 31st March, 2019	34,245

Other Equity:

(Amount in ₹ '000)

Particulars	Securities premium	Employee Stock Option Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2017	32,948	-	24,909	(5,330)	52,527
Addition During the year	-	635	-	-	635
Profit for the year	-	-	-	34,102	34,102
Other comprehensive income for the year (net of Tax)	-	-	-	(979)	(979)
Balance as at 31st March, 2018	32,948	635	24,909	27,793	86,284
Addition During the year	-	846	-	-	846
Profit for the year	-	-	-	1,11,169	1,11,169
Other comprehensive income for the year (net of Tax)	-	-	-	136	136
Balance as at 31st March, 2019	32,948	1,481	24,909	1,39,098	1,98,436

Standalone Cash flow statement for the year ended 31st March 2019

(Amount in ₹ '000)

	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
[A]	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit/(Loss) before tax	90,568	48,206
	Adjustments for:		
	Depreciation/Amortisation/Impairment of Fixed Assets	11,227	9,087
	Unrealised Gain / Loss	-	(61)
	Employee stock option expense	846	635
	Interest Income	(3,227)	(3,457)
	Reversal of Provision for Doubtful Debt	(590)	(231)
	Provision/Advances/Sundry Balances written back	-	(202)
	Impairment of Assets held for sale	390	1,116
	(Profit)/Loss on sale of Fixed Assets (Net)	1,067	-
	Remeasurement of Defined Plans	188	(1,351)
	Interest Expenses	2,017	653
	Provision for Doubtful Receivables/Advances/Sundry balances written off	462	653
	Operating Profit/(Loss) before changes in working capital	1,02,948	55,048
	Adjustment for (Increase)/Decrease in Operating Assets		
	Inventories	(35,389)	(13,061)
	Trade Receivables	424	(83,133)
	Loans and Advances	(16)	(74)
	Other Assets	3,892	5,588
	Adjustment for Increase/(Decrease) in Operating Liabilities		
	Trade Payables	2,331	39,200
	Provisions	(1,347)	1,869
	Other Liabilities	5,924	4,029
	Cash flow from operations after changes in working capital	78,767	9,465
	Net Direct Taxes (Paid)/Refunded	(28,431)	(4,932)
	Net Cash Flow from/(used in) Operating Activities	50,336	4,533
[B]	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets including Capital Advances & CWIP	(16,079)	(42,804)
	Sale of Fixed Assets	300	-
	Interest Income	3,142	3,457
	Bank Balances not considered as Cash and Cash Equivalents held as Margin money against guarantees	(1,209)	(929)
	Net Cash Flow from/(used in) Investing Activities	(13,846)	(40,276)
[C]	CASH FLOW FROM FINANCING ACTIVITIES		
	Interest Expenses	(2,017)	(653)
	Net Cash Flow from/(used in) Financing Activities	(2,017)	(653)
	Net Increase/ (Decrease) in Cash and Cash Equivalents	34,472	(36,396)
	Cash & Cash Equivalents at beginning of period (see Note 1)	2,997	39,393
	Cash and Cash Equivalents at end of period (see Note 1)	37,470	2,997

Standalone Cash flow statement for the year ended 31st March 2019

(Amount in ₹ '000)

	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
1	Notes:		
	Cash and Cash equivalents comprise of:		
	Cash on Hands	106	50
	Balance with Banks	5,801	218
	Bank Deposits (Short term Investment)	24,747	14,274
	Bank overdraft account	6,816	(11,545)
	Cash and Cash equivalents	37,470	2,997
	Effect of Unrealised foreign exchange (gain)/loss (Net)	-	-
	Cash and Cash equivalents as restated	37,470	2,997
2	The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 " Cash Flow Statement".		
As per our report of even date attached			
For K. C. Mehta & Co. Chartered Accountants		For and on behalf of the Board	
Vishal P. Doshi Partner Membership No. 101533		Corinne Ruckstuhl Director DIN: 03531399	Rahul Divan Director DIN: 00001178
		Bhavin Kariya CFO	Harneetkaur Anand Secretary
Place : Mumbai Date : 15.05.2019		Place : Mumbai Date : 15.05.2019	

Integra Engineering India Limited
Notes to the Standalone Financial Statements for the year ended March 31, 2019
Corporate information

INTEGRA Engineering India Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (CIN: L29199GJ1981PLC028741) having its registered office at Post Box No 55, Chandrapura Village, Taluka Halol, Panchmahal. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in manufacturing of machineries and components.

1. Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the new Ind AS and certain amendments to existing Ind ASs. They shall come into force on April 1, 2019 and therefore, the company shall apply the same with effect from that date.

(a) New Indian Accounting Standard (Ind AS 116) "Leases":

Ind AS 116 will replace the existing leases standard, Ind AS 17 "Leases" w.e.f. April 1, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as prescribed in Ind AS 17. The effect on the Financial statements on adoption of Ind AS 116 is being evaluated by the Company.

(b) Other Amendments:

Several other Indian Accounting Standards have been amended on various issues with effect from April 1, 2019. The following amendments are relevant to the company:

- (i) Ind AS 12 "Income Taxes"- Income tax consequences of dividend and uncertainty over income tax treatments;
- (ii) Ind AS 19 "Employee Benefits"- Accounting for plan amendment, curtailment or settlement;
- (iii) Ind AS 28 "Investments in Associates and Joint Ventures"- Application of Ind AS 109 "Financial Instruments" to long-term interests in associates and joint ventures to which the equity method is not applied but that in substance form part of the net investment in the associate or joint venture.
- (iv) Ind AS 109 "Financial Instruments"- Measurement of

prepayment features with negative compensation in case of debt instruments;

None of these amendments are expected to have any material effect on the Company's financial statements.

2. Significant accounting policies
2.1. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2. Basis of preparation

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of the industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013. Further trade receivables, inventories and trade payables are assumed to be current as per para 68 and 70 of Ind AS-1.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest thousand rupees.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1, for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or

liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.3. Property Plant and Equipment (PPE)

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated.

Property, Plant and Equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss.

The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits) and 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. It includes professional fees and, for qualifying assets, 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 significant value and subsequent expenditure on Property, Plant and Equipment 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.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of PPE (other than Freehold Land, properties under construction) less their residual values, using the straight-line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company. Estimated useful lives of these assets are as under:

Description	Years
Building	30
Plant & Machinery	15
Computers	3
Furniture and Fixtures	10
Vehicles	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.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

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 asset. 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 asset and is recognized in the Statement of Profit and Loss.

2.4. Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives not exceeding ten years from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

2.5. Investment Property

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., 1 April 2016.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company depreciates building component of investment property over 30 years from the date of original purchase.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit or loss in the period of derecognition.

2.6. Non-Current Assets held for Sale

The Company classifies Non-Current Assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets or disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

2.7. Impairment of tangible assets and intangible assets

The Company reviews the carrying amount of its tangible assets (Property, Plant and Equipment including Capital Works in Progress) of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have decreased.

The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

2.8. Investments in associates

The Company records the investments in associates at cost less impairment loss, if any.

On disposal of investment in associate, the difference between net disposal proceeds and the carrying amounts (including corresponding value of dilution in deemed investment) are recognized in the Statement of Profit and Loss.

2.9. 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

2.10. Revenue recognition

The Company earns revenue primarily from sale of products and sale of services.

The Company has applied Ind AS 115 using the cumulative effect method and therefore the comparative information has not been restated and continues to be reported under erstwhile Ind AS 18 and Ind AS 11. The new Standard is applied to contracts that were remaining in force as at 1st April, 2018. The application of the standard does not have any significant impact on the retained earnings as at 1st April, 2018 or on these financial statements.

Sale of Products and Services

Revenues are recognized when the Company satisfies the performance obligation by transferring a promised product or service to a customer. A product is transferred when the customer obtains control of that product, which is at the point

of transfer of custody to customers where usually the title is passed, provided that the contract price is fixed or determinable and collectability of the receivable is reasonably assured.

Revenue is measured at the transaction price of the consideration received or receivable duly adjusted for variable consideration and represents amounts receivable for goods and services provided in the normal course of business, net off Goods and Services Tax (GST), etc. Any retrospective revision in prices is accounted for in the year of such revision.

Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the Statement of Profit or Loss due to its operating nature.

Interest Income:

Interest income from financial assets is recognised at the effective interest rate method applicable on initial recognition

Other Income:

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

2.11. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

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.

Operating lease payments are recognized as prepayments and amortized on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

2.12. Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which the Company operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using closing exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

2.13. Employee Benefits

Defined contribution plans

Contributions to defined contribution schemes such as provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plans

Defined Benefit plans comprising of gratuity are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognised in the statement of profit and loss.

Remeasurement of defined benefit plans except for leave encashment towards un-availed leave and compensated absences, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (excluding net interest as defined above) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit and loss in subsequent periods.

The Company contributes all ascertained liabilities with respect to gratuity to Life Insurance Corporation of India (LIC).

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

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 the employee renders services. These benefits include salary, wages, bonus, performance incentives etc.

Other long-term employee benefits

Other long-term employee benefit comprises of leave encashment towards un-availed leave and compensated absences; these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted as current employee cost.

Re-measurements of leave encashment towards un-availed leave and compensated absences are recognized in the Statement of Profit and Loss.

The Company contributes all ascertained liabilities with respect to un-availed leave to the Life Insurance Corporation of India (LIC).

2.14. Share-based payments

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, on a straight line basis, over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserves.

2.15. Taxes on Income

Income tax expense represents the sum of the current tax and deferred tax.

(i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

(iii) Current and deferred tax expense for the year

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.16. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an

entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.17. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.18. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(i) Financial assets

Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash in

hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of

ownership of a transferred financial asset, the Company continues to recognise the financial asset.

(ii) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs, if any.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

2.19. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving the basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.20. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

2.21. Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

3. Significant accounting judgements, estimates and assumptions

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of judgments, assumptions and estimates in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of useful lives of Property, Plant and Equipment, impairment, employee benefit obligations, provisions, provision for income tax, measurement of deferred tax assets and contingent assets & liabilities.

3.1. Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations (Refer note 3.2), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

a. Determination of functional currency

Currency of the primary economic environment in which the Company primarily generates and expends cash ("the functional currency") is Indian Rupee (₹). Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

b. Determining whether an arrangement contain leases and classification of leases

The Company enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty

of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

c. Evaluation of indicators for impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

3.2. Key sources of estimates and assumptions

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

a. Defined benefit obligation (DBO)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is

based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

b. Share based payments

The Company measures the cost of equity-settled transactions with employees using a model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 53.

c. Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Standalone Notes to the financial statements

NOTE NO. 4

PROPERTY, PLANT AND EQUIPMENTS

(Amount in ₹ '000)

Particulars / Assets	Free Hold land	Building	Plant and Machinery	Computers	Furniture & Fixtures	Vehicles	Total
GROSS BLOCK							
As at 1st April 2017	882	19,738	66,076	746	2,532	80	90,053
Additions	-	-	35,967	1,476	3,971	-	41,413
Deduction/Adjustments	-	49	7,518	-	-	37	7,604
As at 31st March 2018	882	19,689	94,524	2,222	6,503	43	1,23,863
Additions	-	-	13,446	1,055	1,260	-	15,761
Deduction/Adjustments	-	-	1,727	-	-	-	1,727
As at 31st March 2019	882	19,689	1,06,244	3,277	7,762	43	1,37,897
ACCUMULATED DEPRECIATION							
As at 1st April 2017	-	1,162	5,385	130	653	37	7,366
Charge for the year	-	1,205	5,927	330	595	-	8,057
Deduction/Adjustments	-	49	1,360	-	-	37	1,445
As at 31st March 2018	-	2,318	9,952	460	1,247	-	13,977
Charge for the year	-	1,082	7,692	696	802	-	10,271
Deduction/Adjustments	-	-	360	-	-	-	360
As at 31st March 2019	-	3,399	17,284	1,156	2,050	-	23,888
Net Block							
As at 31st March 2018	882	17,372	84,572	1,762	5,255	43	1,09,886
As at 31st March 2019	882	16,290	88,960	2,121	5,713	43	1,14,009

Note: The Company has elected to continue with the carrying value of its Property Plant & Equipment (PPE) recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Standalone Notes to the financial statements

NOTE NO. 5

INTANGIBLE ASSETS

(Amount in ₹ '000)

Particulars / Assets	Computer Software	Total
GROSS BLOCK		
As at 1st April 2017	2,289	2,289
Additions	1,390	1,390
Deduction/Adjustments	-	-
As at 31st March 2018	3,679	3,679
Additions	318	318
Deduction/Adjustments	-	-
As at 31st March 2019	3,997	3,997
ACCUMULATED AMORTIZATION		
As at 1st April 2017	686	686
Charge for the year	948	948
Deduction/Adjustments	-	-
As at 31st March 2018	1,634	1,634
Charge for the year	875	875
Deduction/Adjustments	-	-
As at 31st March 2019	2,509	2,509
Net Block		
As at 31st March 2018	2,045	2,045
As at 31st March 2019	1,488	1,488

Note: The Company has elected to continue with the carrying value of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Standalone Notes to the financial statements

NOTE NO. 6

INVESTMENT PROPERTY

GROSS BLOCK

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
Opening balance as at 1 April 2017	62	1,118	1,180
Additions	-	-	-
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2018	62	1,118	1,180
Additions	-	-	-
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2019	62	1,118	1,180

Depreciation and impairment

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
Opening balance as at 1 April 2017	-	83	83
Charge for the year	-	83	83
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2018	-	166	166
Charge for the year	-	81	81
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2019	-	247	247

Net Block

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
As at 31 March 2018	62	952	1,014
As at 31 March 2019	62	871	933

The Company has elected to continue with the carrying value of all its Investment Properties recognized as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date.

Information regarding income and expenditure of Investment property

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rental Income	13,570	12,462
Direct operating Expenses (including R & M) that generate rental income	-	-
Direct operating Expenses (including R & M) that did not generate rental income	-	-

As at 31 March 2019 and 31 March 2018, the fair values of the properties are ₹ 72,739 ('000) and ₹ 68,782 ('000), respectively. These valuations are based on valuations performed by Govt. Registered valuer.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties.

The Company's Investment Properties consists of land and buildings. The Fair value of land was determined using the market comparable approach based on recent market prices without any significant adjustments being made to the market observable data. The Fair value of Buildings was determined using depreciated Replacement cost method. The valuation model considers various inputs and is dependent on Age, General conditions, normal useful life, replacement cost new, obsolescence. The Fair value measurements is categorized in level 2 or level 3 of Fair value hierarchy as appropriate.

Standalone Notes to the financial statements

NOTE NO. 7

Investments

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Unquoted Equity shares of Associate		
Integra Systems Private Limited	1,000	1,000
1,00,000 equity shares of ₹ 10/- each fully paid up		
Less: Impairment in value of Investments	1,000	1,000
TOTAL	-	-
Aggregate carrying value of Unquoted Investments	1,000	1,000
Aggregate impairment in value of Investments	1,000	1,000
Refer note 2.8 for method followed for accounting of investments		

7.1 The Company has elected to continue with the carrying value of its investments in associate, measured as per the Previous GAAP and used that carrying value on the transition date 1st April, 2016 in terms of Para D15(b)(ii) of Ind AS 101.

7.2 Details of Associate:

(Amount in ₹ '000)

Particulars	Principal Activity	Place of incorporation	Principal place of business
Integra Systems Private Limited	Manufacturing of Passenger Information System	India	Chandrapura Village, Halol
Proportion of ownership interest/ voting rights held by the Company		As at 31st March, 2019	As at 31st March, 2018
Integra Systems Private Limited		50.00%	50.00%

8 Other Financial Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	3,103	3,103
Bank Deposits of more than 12 months maturity	610	4,612
Total	3,713	7,714

9 Deferred Tax Assets (Net)

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Assets	67,409	25,156
Deferred Tax Liabilities	13,778	12,097
Total	53,631	13,059

2018-19

(Amount in ₹ '000)

Particulars	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liability on account of:				
Fixed assets	12,097	1,681	-	13,778
Total Deferred Tax Liabilities	12,097	1,681	-	13,778
Deferred tax asset on account of:				
Provision for Doubtful debts	186	-34	-	152
Provision for Leave encashment	255	-121	-	133
Provision for Gratuity	380	-195	-52	133
Carried forward business losses #	-	21,877	-	21,877
Carried forward unabsorbed depreciation #	4,307	1,553	-	5,860
MAT Credit entitlement	20,029	19,225	-	39,254
Total Deferred Tax Assets	25,156	42,305	-52	67,409
Net Deferred Tax	13,059	40,624	-52	53,631

During the year, the company has recognised deferred tax asset on carried forward losses and unabsorbed depreciation amounting to ₹ 27,737 ('000) pursuant to order of Assessing Officer giving effect to order of Commissioner of Income Tax (Appeals) for A.Y. 2007-08 considering that future taxable profit will be available against which such unused tax losses can be utilised.

2017-18

(Amount in ₹ '000)

Particulars	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liability on account of:				
Fixed assets	10,631	1,466	-	12,097
Total Deferred Tax Liabilities	10,631	1,466	-	12,097
Deferred tax asset on account of:				
Provision for Doubtful debts	116	69	-	186
Provision for Leave encashment	112	142	-	255
Provision for Gratuity	-	8	372	380
Carried forward business losses	3,074	(3,074)	-	-
Carried forward unabsorbed depreciation	14,117	(9,810)	-	4,307
MAT Credit entitlement	9,394	10,635	-	20,029
Total Deferred Tax Asset	26,813	(2,029)	372	25,156
Net Deferred Tax	16,182	(3,495)	372	13,059

10 Other Non Current Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good unless Otherwise Stated)		
Capital Advance	-	600
Balance with government department	1,636	1,449
Advance Tax and TDS	5,813	8,547
Total	7,449	10,596

11 Inventories

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw Material	61,962	46,329
Work in Progress	40,006	21,860
Stock in Trade	4,013	3,467
Stores and Spares	2,629	1,564
Total	1,08,609	73,220

11.1 For basis of valuation refer Note 2.9

12 Trade Receivables

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, Considered good		
Due from related Parties*	613	625
Others	1,83,413	1,56,750
Unsecured, Credit impaired	546	673
	1,84,571	1,58,049
Less		
Impairment for doubtful receivables	546	673
Total	1,84,025	1,57,376

*Represents due from Aquametro AG ₹ 613 ('000) (as at 31st March 2018 ₹ 625 ('000)).

12.1 The Company assesses impairment loss on dues from its customers on facts and circumstances relevant to each transaction. Usually, Company collects all its receivables within 90 days.

12.2 As at 31 March 2019, the Company had 5 customers (31 March 2018: 5 customers) having outstanding more than 5% of total trade receivables that accounted for approximately 93% (31 March 2018: 93%) of total trade receivables outstanding.

12.3 Movement of Impairment for doubtful receivables

(Amount in ₹ '000)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Balance at beginning of the year	673	452
Addition in expected credit loss allowance on trade receivables	462	453
Write off as bad debts	316	181
Recovery during the year	273	50
Reclassification/Other Adjustments	-	-
Balance at end of the year	546	673

12.4 Receivables under bill discounting arrangement does not meet the derecognition criteria stated in Ind AS 109 and hence, such receivables are not derecognized. The bill discounting liability has been recognised as the part of borrowings. (Refer note 24)

13 Cash and Cash Equivalents

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash on Hand	106	50
Balance with Banks in Current Account	5,801	218
Bank Deposits	24,747	14,274
Debit balance in bank overdraft account (Refer note 24.1)	6,816	-
Total	37,470	14,542

14 Other Bank Balances

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Bank Deposits pledged as security against Borrowings	25,148	23,717
Bank Deposits pledged as security deposits	291	512
Total	25,439	24,230

15 Loans

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good Loan to Employees	183	167
Total	183	167

16 Other Financial Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deposits given	213	1,177
Accrued Interest	1,534	1,448
Total	1,747	2,626

17 Current Tax Assets (Net)

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Tax and TDS	2,782	-
Total	2,782	-

18 Other Current Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with Government Authorities	773	-
Prepaid Expenses	1,473	2,514
Advances to vendors	4,107	2,128
Others	85	309
Total	6,438	4,951

19 Assets held for sale

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Plant & Machinery	4,652	5,042
Total	4,652	5,042

19.1 The Company has classified a Water Jet Machine as asset held for sale as at 31st March 2018 and has measured the asset at lower of carrying amount and the fair value less costs to sell resulting in Impairment Loss of ₹390 ('000) (P.Y. ₹ 1,116 ('000)). This loss is included in other expenses in Statement of Profit and Loss.

20 Equity Share Capital

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised 212,000,000 Equity Shares of ₹ 1/- each 300,000 Unclassified Shares of ₹ 10/- each	2,12,000 3,000	2,12,000 3,000
Total	2,15,000	2,15,000
Issued, Subscribed and Paid Up 34,245,196 Equity Shares of ₹ 1/- each fully paid up	34,245	34,245
Total	34,245	34,245

20.1 Shares held by Holding Company

Particulars	No. of shares	% Holding
Integra Holding AG As at 31st March 2019	1,87,23,341	54.67%
As at 31st March 2018	1,87,23,341	54.67%

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

Particulars	No. of shares	Share Capital (Amount in ₹ '000)
As at 1st April, 2017	3,42,45,196	34,245
Additions/(Reductions)	-	-
As at 31st March, 2018	3,42,45,196	34,245
As at 1st April, 2018	3,42,45,196	34,245
Additions/(Reductions)	-	-
As at 31st March, 2019	3,42,45,196	34,245

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

Particulars	No. of shares	% Holding
Integra Holding AG As at 31st March 2019	1,87,23,341	54.67%
As at 31st March 2018	1,87,23,341	54.67%

20.4 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.

21 Other Equity

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Securities Premium	32,948	32,948
Employee Stock Option Reserve	1,481	635
General Reserve	24,909	24,909
Retained Earnings	1,39,098	27,793
Total	1,98,436	86,284

21.1 Particulars relating to Other Equity

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Securities Premium (Refer Note No.21.2)		
Balance at the beginning of the year	32,948	32,948
Addition/(Deduction) during the year	-	-
Balance at the end of the year	32,948	32,948
Employee Stock Option Reserve (Refer Note No. 21.3)		
Balance at the beginning of the year	635	-
Addition/(Deduction) during the year	846	635
Balance at the end of the year	1,481	635
General Reserve (Refer Note No.21.4)		
Balance at the beginning of the year	24,909	24,909
Addition/(Deduction) during the year	-	-
Balance at the end of the year	24,909	24,909
Retained Earnings		
Balance at the beginning of the year	27,793	(5,330)
Addition/(Deduction) during the year	1,11,305	33,123
Balance at the end of the year	1,39,098	27,793
Total	1,98,436	86,284

21.2 Securities Premium Reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

21.3 Employee Stock Option Reserve Stock Option Reserve is used to recognise the fair value of equity settled share based payment transactions.

21.4 The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

22 Borrowings

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured 4% Cumulative Redeemable Preference Shares	1,24,000	1,24,000
Total	1,24,000	1,24,000

22.1 The Company has been authorised to issue 14,000,000 Cumulative Redeemable Preference Shares (CRPS) of ₹ 10/- each, out of which the Company has issued 12,400,000 4% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up.

22.2 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. 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.

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."

22.3 As per requirements of Ind AS 32 "Financial Instrument Presentation", 4% cumulative redeemable preference shares have been classified as financial liabilities.

22.4 Consequent to classification of cumulative redeemable preference shares as borrowings, liability pertaining to undeclared dividend is provided for as Finance cost but it is not declared, distributed or paid and hence, the liability for dividend distribution tax would be accounted only when it accrues on declaration, distribution or payment of dividend.

23 Provisions

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee benefits Gratuity Provision	-	859
Unavailed Leave and compensated absences	380	838
Total	380	1,697

24 Borrowings

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured Overdraft Account	-	11,545
Unsecured Bill Discounting Facility	26,947	-
Total	26,947	11,545

24.1 Overdraft facility is secured by pledge of Fixed Deposits.

25 Trade Payables

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro and Small Enterprises	7,941	-
Others	73,977	79,587
Total	81,917	79,587

25.1 Payment towards trade payables is made as per the terms and conditions of the contract / purchase orders. The average credit period is 30 - 90 days.

25.2 This information as required to be disclosed under Micro Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Information in terms of section 22 of Micro, Small and Medium Enterprises Development Act, 2006 are given below:

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018#
Principal amount paid after appointed date during the year	28,175	-
Amount of interest due and payable for the delayed payment on principal amount	525	-
Principal amount remaining unpaid as at year end (over due)	2,085	-
Principal amount remaining unpaid as at year end (not due)	5,856	-
Interest due and payable on principal amount unpaid as at the year end	66	-
Total amount of interest accrued and unpaid as at year end	592	-

In previous year, the company was in process of identifying the suppliers, if any, covered under the Micro, Small and Medium Enterprise Development Act, 2006. Hence the details required have not been furnished.

26 Other Financial liabilities

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deposits towards lease	2,744	2,719
Expenses payable	10,086	7,329
Dividend Payable on Redeemable Preference Shares (Refer Note 22.4)	71,550	66,590
Total	84,380	76,639

27 Other Current Liabilities

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory dues payable	1,509	2,937
Advance Received from Customers	176	564
Total	1,684	3,500

28 Provisions

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee benefits		
Gratuity Provision	479	522
Unavailed Leave and compensated absences	98	86
Total	577	607

29 Current Tax Liabilities

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Income tax payable (net)	-	8,361
Total	-	8,361

30 Revenue From Operation

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Products	6,01,445	4,38,574
Sale of Services	341	3,275
Other Operating Revenue	24,839	19,384
Total	6,26,625	4,61,233

Sale of product includes excise duty ₹ Nil and (P.Y. ₹ 9,818 ('000)).

31 Other Income

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rent Income	13,570	12,462
Interest Income	3,227	3,457
Excess Liability Written Back	94	202
Reversal of Provision for Doubtful Debts	590	231
Miscellaneous Income	672	792
Total	18,154	17,145

32 Cost of Material Consumed

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Consumption of Raw Materials	3,34,164	2,33,025
Total	3,34,164	2,33,025

33 Purchases of Stock-in-Trade

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Purchases of Stock in Trade	16,710	15,224
Total	16,710	15,224

34 Purchases of Stock-in-Trade

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Work in Progress		
Opening Stock		
- Work in Progress	21,860	15,684
- Stock in Trade	3,467	1,063
	25,327	16,747
Closing Stock		
- Work in Progress	40,006	21,860
- Stock in Trade	4,013	3,467
	44,019	25,327
Total	(18,692)	(8,580)

35 Employee Benefit Expenses

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries & Wages	58,381	43,780
Share based payments	846	635
Contribution of Provident Fund & Other Fund	3,676	3,276
Staff Welfare expense	11,652	8,996
Total	74,555	56,687

36 Finance Costs

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest on Bank Loan	2,609	653
Dividend on Preference shares	4,960	4,960
Bank Charges & Commission	85	121
Total	7,654	5,734

37 Depreciation and amortization expense

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Depreciation of tangible assets	10,271	8,057
Amortization of intangible assets	875	948
Depreciation on investment property	81	83
Total	11,227	9,087

38 Other Expenses

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Consumption of Stores & Spares	26,063	18,796
Impairment loss on asset held for sale	390	1,116
Loss on sale of Assets (Net)	1,067	-
Job Work & Processing Charges	12,422	11,394
Labour Charges	36,385	25,892
Power & Fuel	9,025	7,573
Repairs To Factory Building	742	3,804
Repairs To Plant & Machinery	316	331
Repairs To Others	2,539	2,658
Insurance Expenses	1,705	912
Audit Fees	675	625
Legal & Professional Charges	8,423	8,943
Exchange Fluctuations (Net)	54	3
Miscellaneous Expense*	8,510	10,459
Rent	1,534	1,514
Rates & Taxes	32	55
Security & Other Services	3,247	2,548
Travelling Expenses	6,413	4,587
Commission & Brokerage	1,163	1,185
Selling & Distribution Expenses	6,247	5,890
Sales Promotion	483	238
Bad Debts Written off	696	200
Provision for Doubtful Debts	462	453
Total	1,28,593	1,09,177

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

Payment to Auditors has been Classified Below:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Payment to Auditors		
-As Auditor	675	625
-For Taxation Matters	115	170
-For Other services	396	325
-For Reimbursement of Expense	58	58
Total	1,244	1,178

39 Tax Expense

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current tax in relation to:		
- Current years	19,640	10,610
- Earlier years	383	-
Deferred Tax		
In respect of current year	(21,347)	13,757
Unused Tax Credits	(19,225)	(10,635)
Total income tax expense recognised in the current year	(20,549)	13,732

39.1 The income tax expense for the year can be reconciled to the accounting profit as follows: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit before tax	90,568	48,206
Income tax expense calculated at 27.82% (2017-2018: 27.5525%)	25,196	13,282
Impact of Tax rate difference	68	-
Expenses not allowed in Income Tax	1,544	848
Tax Adjustment of earlier years	1,286	(25)
Recognition of deferred tax on Unabsorbed losses of earlier year	(48,695)	-
Remeasurement of Defined benefit plans (recognised in other comprehensive income)	52	(372)
	(20,549)	13,732

40 Commitments (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Estimated amount of contracts remaining to be executed on capital account	-	2,100

41 Contingent Liabilities

Contingent Liabilities not provided for are classified as under: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income Tax	15,381	23,964
Excise / Service tax and Value added Tax matters	18,526	17,331
Estimated amount of Statutory bonus arrears for F.Y.2014-15	371	371
Pending Labour Cases	4,972	4,010
Claims against the Company before Labour Court	Amount not ascertainable	Amount not ascertainable

42 Operating Lease Arrangements

42.1 The Company has applied Appendix C to Ind AS 17 'Leases' to office and other assets to evaluate whether these contracts contains a lease or not. Based on evaluation of the terms and conditions of the arrangements, the Company has evaluated such arrangements to be operating leases.

The Company has obtained certain premises for its business operations under operating leases or leaves and license agreements. These are generally cancellable and range between 11 months to 5 years under leave and licenses or longer for other lease and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms.

42.2 Lease Payments recognised during the year: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rent Expense	1,534	1,514

42.3 Rental income arising from operating leases on Investment properties is accounted over the lease terms and is included in Other Income in the Statement of Profit and Loss.

Rental Income recognised during the year: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rental Income	13,570	12,462

43 Employee Benefits :

In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

43.1 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 31st March, 2019	For the year ended 31st March, 2018
Contribution to Provident Fund	1,939	1,622
Contribution to Super Annuation Fund	-	155
TOTAL	1,939	1,777

43.2 Defined Benefits Plan

Gratuity

15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognised on the basis of actuarial valuation.

The Company makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Company recognizes 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, 2019 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.

These plans typically expose the Company to actuarial risks such as: Investment risk, Market risk, Legislative risk, Salary risk and Liquidity risk.

Investment risk	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. this can result in wide fluctuations in the net liability or funded status if there are significant changes in the discount rate during the inter-valuation period.
Market risk	It is a collective term for risks that are related to changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. this assumption depends on the yields on the corporate bonds and hence the valuation of liability is exposed to fluctuations in the yields at the valuation date.
Legislative risk	It is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the regulation. The government may amend the payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Salary risk	Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.
Liquidity risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflow.

No other post-retirement benefits are provided to these employees.

The principal assumptions used for the purposes of the actuarial valuations were as follows: **(Amount in ₹ '000)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal Rates	1.00% pa.	1.00% pa.
Discount Rate (%)	7.65%	7.50%
Salary escalation rate (%)	5.00%	5.00%
Rate of Return on Plan Assets (%)	7.50%	7.50%

43.3 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.

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

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Gratuity (Funded)	Gratuity (Funded)
I. Defined Benefit obligation		
Current Service Cost	803	719
Interest Cost	499	337
Actuarial (gain)/ loss on obligations	(270)	1,343
Benefits paid	(421)	(78)
PVO at the beginning of the year	6,859	4,537
PVO at the end of the year	7,469	6,859
II. Reconciliation of the fair value of Plan Assets		
Expected return on Plan Assets	462	384
Actuarial gain / (Loss) on Plan Assets	(83)	(9)
Contributions by employer	1,553	44
Benefits Paid	(421)	(78)
Adjustment to Opening Balance	-	-
Fair value of Plan Assets at the beginning of the year	5,478	5,136
Fair value of Plan Assets at the end of the year	6,991	5,478

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Gratuity (Funded)	Gratuity (Funded)
III. Reconciliation of PVO and Fair value of Plan of assets		
PVO at the end of the year	7,469	6,859
fair value of Planned assets at the end of the year	6,991	5,478
Short / (Excess) Funded	479	1,381
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance Sheet	479	1,381
IV. Service Cost		
Current Service Cost	803	719
Interest Cost on benefit obligation	499	337
Expected return on Plan Assets	462	384
Components of defined benefit costs recognised in Employee Benefit expenses	839	672
Remeasurement on the net defined benefit liability:		
Actuarial (gain)/ loss on obligations	(188)	1,351
Net Cost	652	2,024

(Amount in ₹ '000)

Experience Adjustment	On Plan Liabilities - Loss/(Gain)	On Plan Assets - Loss/(Gain)
As on 31st March,2019	(161.17)	(82.63)
As on 31st March,2018	1,343.00	(9.00)
As on 31st March,2017	(275.00)	-
As on 31st March,2016	782.00	-
As on 31st March,2015	135.00	37.00

43.4 The fair value of plan assets at the end of the reporting period for each category, are as follows:

Gratuity and Leave 100% managed by Insurer (LIC)

43.5 Sensitivity analysis as for gratuity

(Amount in ₹ '000)

Significant Actuarial Assumptions	As at 31st March, 2019	As at 31st March, 2018
Discount Rate		
Up by 1%	(661)	(577)
Down by 1%	782	678
Salary Escalation		
Up by 1%	839	730
Down by 1%	(720)	(631)
Withdrawal Rate		
Up by 1%	87	61
Down by 1%	(108)	(76)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

43.6 Maturity Profile of Defined Benefit Obligation and other long term employee benefits: (Amount in ₹ '000)

Experience Adjustment	As at 31st March, 2019	As at 31st March, 2018
Defined Benefit:		
Gratuity:		
Less than One Year	535	522
One to Three Years	1,322	705
Three to Five Years	659	1,220
More than Five Years	4,953	4,411

44 Operating Segment

The Company's operations fall under single segment namely "Manufacturing of Machineries and Components", taking into account the risks and returns, the organization structure and the internal reporting systems.

Segment revenue from "Manufacturing of Machineries and Components" represents revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customers outside India as under:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Revenue from		
- Outside India	6,497	4,437
- In India	6,20,128	4,56,795

All assets are located in the company's country of domicile i.e. India.

Company's significant revenues (more than 70%) are derived from major 8 entities. The total revenue from such entities amounted to ₹ 4,67,087 ('000) in 2018-19 and ₹ 3,25,590 ('000) in 2017-18.

45 Disclosure as required by Indian Accounting Standard -24 are given below:-

Name of Related Parties	Nature of Relationship
Integra Holding AG, Switzerland	Holding Company
Aquametro Oil and Manine AG, Switzerland (Formerly known as Aquametro AG.)	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Mr. Adrian Oehler	Non Executive Director
Mrs. Corinne Ruckstuhl	Non Executive Director
Mr. Satish Parekh*	Non Executive Director (Upto 11th May 2017)
Mr. Shalin Divatia	Independent Director
Mr. Rahul Divan	Independent Director
Mr. Bhargav Patel	Independent Director
Mr. Mahendra Sanghvi	Independent Director
Mr. Utkarsh Pundlik	Key Management Personnel

45.1 Transactions with related parties:

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate	Directors / Key Management Personnel	Total
Material Purchase	173	-	Nil	173
	(2,514)	-	(Nil)	(2,514)
a. Aquametro Oil and Marine AG, Switzerland	173	-	Nil	173
	(2,514)	-	(Nil)	(2,514)
Management Contract	6,497	-	Nil	6,497
	(4,437)	-	(Nil)	(4,437)
a. Aquametro Oil and Marine AG, Switzerland	6,497	-	Nil	6,497
	(4,437)	-	(Nil)	(4,437)
Director's Sitting Fees	-	-	1,080	1,080
	-	-	(1,130)	(1,130)
Mr. Adrian Oehler	-	-	210	210
	-	-	(150)	(150)
Mrs. Corinne Ruckstuhl	-	-	250	250
	-	-	(250)	(250)
Mr. Satish Parekh	-	-	-	-
	-	-	(50)	(50)
Mr. Shalin Divatia	-	-	250	250
	-	-	(190)	(190)
Mr. Rahul Divan	-	-	200	200
	-	-	(200)	(200)
Mr. Bhargav Patel	-	-	110	110
	-	-	(50)	(50)
Mr. Mahendra Sanghvi	-	-	60	60
	-	-	(240)	(240)
Remuneration	-	-	6,268	6,268
	-	-	(4,949)	(4,949)
a. Mr. Utkarsh Pundlik	-	-	6,268	6,268
	-	-	(4,949)	(4,949)
Rent Income	-	523	-	523
	-	(520)	-	(520)
a. Integra Systems Pvt. Ltd.	-	523	-	523
	-	(520)	-	(520)

Amounts in bracket indicate previous year figures.

45.2 Outstanding Balances : (Amount in ₹ '000)

Particulars	Nature of Relationship	As at 31st March, 2019	As at 31st March, 2018
Payables			
a. Aquametro Oil and Marine AG, Switzerland	Fellow Subsidiary	-	931
		-	931
Receivables			
a. Aquametro Oil and Marine AG, Switzerland	Fellow Subsidiary	613	625
		613	625

45.3 Compensation to Key Management personnel (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Chief Executive Officer		
Short term employee benefits	6,047	4,741
Post employment benefits	112	99
Long term benefits	109	110
	6,268	4,949

46 Earnings per share (EPS) : (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit available to equity shareholders in ₹	11,11,69,416	3,41,01,637
Weighted Average number of Equity Shares (Face Value of ₹ 1 each)		
- Basic	3,42,45,196	3,42,45,196
- Diluted	3,42,45,196	3,42,45,196
Earning per share of ₹ 1 each		
Basic Earnings per share (₹)	3.25	1.00
Diluted Earnings per share (₹)	3.25	1.00

47 Impairment of Assets

In accordance with the Indian Accounting Standard (Ind AS-36) on "Impairment of Assets" the Company during the year carried out an exercise of identifying the assets that may have been impaired in respect of cash generating unit in accordance with the said Indian Accounting Standard. Based on the exercise, no impairment loss is required as at 31st March 2019.

48 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.

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

50 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

51 Financial instruments Disclosure

51.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Categories of financial instruments

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Financial assets		
Measured at amortised cost		
Trade and other receivables	1,84,025	1,57,376
Cash and cash equivalents	37,470	14,542
Other Bank Balance	25,439	24,230
Loans	183	167
Other financial assets	5,460	10,340
Financial liabilities		
Measured at amortised cost		
Borrowings	1,50,947	1,35,545
Trade payables	73,977	79,587
Dividend Payable on Redeemable Preference Shares	71,550	66,590
Other financial liabilities	12,830	10,049

51.2 Financial risk management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include deposits, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior Management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

51.2.1 Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The major components of market risk are price risk, foreign currency risk and interest rate risk.

A. Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of machineries and components and therefore require a continuous supply of steel as principal raw material.

The Company's management has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

B. Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities.

The aim of the Company's approach to management of currency risk is to leave the Company with no material residual risk.

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Categories of financial instruments	(Amount in ₹ '000)	
	As at 31st March, 2019	As at 31st March, 2018
Particulars		
Liabilities		
EURO	-	931
Assets		
CHF	-	625
US\$	117	-

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Company is exposed would have led to approximately an additional ` 6 ('000) gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect

C. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term debt obligations with floating interest rates.

The Company invests the surplus fund generated from operations in bank deposits. Considering these bank deposits are short term in nature, there is no significant interest rate risk.

The Company has laid policies and guidelines including tenure of investment made to minimise impact of interest rate risk.

51.2.2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivable

"Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance."

An impairment analysis is performed at each reporting date on an individual basis. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note no. 12.

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Company's policy. The Company's maximum exposure to credit risk for the components of the Balance Sheet at 31 March 2019 and 31 March 2018 is the carrying amounts as illustrated in Note no. 13.

51.2.3 Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, preference shares and finance leases.

"The Company monitors its risk of a shortage of funds using a liquidity planning tool."

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(Amount in ₹ '000)

Particulars	Within 1 year	Exceeding one year	Total
As at 31 March, 2019			
Borrowings	26,947	1,24,000	1,50,947
Trade Payable	73,977	-	73,977
Deposits towards lease	2,744		2,744
Dividend Payable on Redeemable Preference Shares	71,550		71,550
Expenses payable	10,086	-	10,086
Total	1,85,303	1,24,000	3,09,303
As at 31 March, 2018			
Borrowings	11,545	1,24,000	1,35,545
Trade Payable	79,587	-	79,587
Deposits towards lease	2,719		2,719
Dividend Payable on Redeemable Preference Shares	66,590		66,590
Expenses payable	7,329	-	7,329
Total	1,67,770	1,24,000	2,91,770

52. Fair Value Measurement

52.1 Fair value of the Company's financial assets that are measured at fair value on recurring basis.

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

(Amount in ₹ '000)

Financial Assets / Financial Liabilities	Fair Value at 31st March 2019	Fair Value hierarchy	Valuation techniques and Key inputs
Asset held for sale	4652	Level - 2	1) Method of valuation is Average Cost Method. 2) Considered factors like balance life, residual life, market demand, process and atmospheric corrosion and obsolescence factor.

52.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required).

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note 52.1 approximate their fair values.

53 Employee Stock option

At the Annual General Meeting of the Company held on 12th August 2015 members of the Company passed a special resolution for introducing a "Integra Engineering India Employees Stock Option Plan 2015" for the benefit of employees of the Company. The resolution also accorded approval for the Board of Directors, to formulate the Scheme as per broad parameters outlined in the resolution. Pursuant to the Scheme, the Company has granted options to eligible employees of the Company under Plan. Each option entitles for one equity share. The options under this grant will vest to the employees as 20%, 40% and 40% of the total grant at end of third, fourth and fifth year from the date of grant, respectively, with an exercise period of three years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of ₹ 36/- per share (Face Value of ₹ 1 per share).

The fair value of each equity settled option is estimated on the date of grant using the Black-Scholes-Merton model, with the following assumptions:

Particulars	
Grant date	22nd August 2017
No of Option Granted	1,80,000
Option Value as on grant date	
Fair Value per ESOP option (₹)	19.06
Value of Option (₹)	34,30,800
Parameters of Fair Value of Options as on grant date	
Stock Price as on grant date (₹)	39.75
Exercise Price (₹)	36.00
Volatility	45.29%
Risk Free rate	6.52%
Weighted Average time of Expiry	4.2 Years

During the year ended 31st March 2019, the company had charged to statement of Profit and Loss as employee benefit expenses ₹ 846 ('000) (P.Y. ₹ 635 ('000)) by creating an Employee stock option reserve which is grouped under the head 'Other Equity'.

54. Disclosure as required by Indian Accounting Standard -115 are given below:-

54.1 The Company derives revenues from sale of goods, scrap and services from its contracts with customers. The revenues have been disclosed in Note No. 30 "Revenue from Operations".

The revenues are further disaggregated in to revenues from domestic as well as export market. Please refer Note No.44 "Operating Segment" for details.

54.2 The Company does not have any contract asset . The opening and closing balances of trade receivables and Contract liability are as under:

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables	1,84,025	1,57,376
Contract Liability		
Advance from customer	176	564

54.3 The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the company expects to recognize these amounts in revenue Applying the practical expedient as given in Ind AS115 the Company has not disclosed the remainiy performance obligation related discloses for contracts that has an original expected duration of one year or less.

55. Approval of Financial statements:

Standalone financial statements were approved by the Board of Directors on 15th May, 2019.

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants

Vishal P. Doshi
Partner
Membership No. 101533

Place : Mumbai
Date : 15.05.2019

For and on behalf of the Board

Corinne Ruckstuhl Rahul Divan Bhavin Kariya Harneetkaur Anand
Director Director CFO Secretary
DIN: 03531399 DIN: 00001178

Place : Mumbai
Date : 15.05.2019

INDEPENDENT AUDITOR'S REPORT

To the Members of

Integra Engineering India Limited**Report on the Audit of the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Integra Engineering India Limited ("the Company") and its associate, which comprise the Consolidated Balance Sheet as at 31st March 2019, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the other financial information of the associate as referred to in the "Other Matter" Paragraph, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate as at 31st March 2019, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) prescribed under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of these consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the matter
1	<p>Recognition and measurement of deferred taxes including unused tax credit</p> <p>(Refer to note no. 9 to the consolidated financial statement)</p> <p>As at 31st March 2019 the Company has recorded a deferred tax asset of ₹ 27,737 ('000) relating to carry forward losses and unabsorbed depreciation and ₹ 19,225 ('000) relating to unused tax credits considering that future taxable profit will be available against which such unused tax losses and unused tax credits can be utilised.</p> <p>We identified the recoverability of these deferred tax assets as a key audit matter as recognition of these assets involves judgement by management as to the likelihood of the realization of these deferred tax assets, which is based on a number of factors including whether there will be sufficient taxable profits in future periods to support recognition.</p>	<p>Principal Audit Procedures:</p> <p>Our procedures in relation to management's assessment about the recoverability of deferred tax assets including unused tax credits included:</p> <ul style="list-style-type: none"> Evaluating management's assessment on the sufficiency of future taxable profits in support of the recognition of deferred tax assets by comparing management's forecasts of future profits to historical results and evaluating the assumptions used in those forecasts. Obtaining the communications between the Company and taxation authorities regarding tax positions. Assessing the adequacy of the deferred tax disclosures (Note 9) to the consolidated financial statements. <p>Conclusion:</p> <p>We found that the assumptions and estimates were within the acceptable range and that the disclosures (Note 9) are appropriate.</p>
2	<p>Litigations and claims</p> <p>(Refer to note 41 to the consolidated Ind AS financial statements)</p> <p>The cases are pending with multiple tax authorities like Income Tax, Excise, service tax etc. and labour law cases which have not been acknowledged as debt by the company.</p> <p>In normal course of business, financial exposures may arise from pending acknowledged as company. Whether a claim needs to be recognized as liability or disclosed as</p>	<p>Principal Audit Procedures:</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Evaluation of management's judgment of tax risks, estimates of tax exposures, other claims and contingencies. Third party opinions, past and current experience with the tax authorities and management's response including on the labour law cases were used to assess the appropriateness of management's best estimate of the most likely

Sr. No.	Key Audit Matter	How our audit addressed the matter
	<p>contingent liability in the consolidated financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognised or disclosed in the consolidated financial statements, is inherently subjective.</p> <p>We have considered Litigations and claims as Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.</p>	<p>outcome of each uncertain contingent liability.</p> <ul style="list-style-type: none"> • Discussing selected matters with the entity's management. • Critically assessing the entity's assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the consolidated financial statements. Assessment of the probability of negative result of litigation and the reliability of estimates of related obligation. <p>Conclusion:</p> <p>Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation & disclosure on the subject matter in the consolidated financial statements.</p>
3	<p>Reasonableness of carrying amount of assets held for sale (Refer to note 19 to the consolidated financial statements)</p> <p>In March 2018, the Company classified Water jet machine as Non-Current asset held for sale and is carried at fair value less cost to sell in accordance with 105 as at reporting date.</p> <p>Non-Current assets held for sale carried at fair value have been estimated using significant unobservable inputs as a result of which fair value is sensitive to changes in input assumptions.</p> <p>The application of 105 'Non-Current Asset Held for Sale and Discontinued operations' is significant to our audit because the transaction and its accounting is non-routine and involves significant management judgements.</p>	<p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> • An evaluation of the Company's conclusions on the classification of Non-Current asset as held for sale. • Obtaining valuation report for fair value determined by external valuer and • Evaluating significant inputs used by valuer for determining fair value of asset. <p>Conclusion:</p> <p>Based on the procedures described above, we did not identify any material exceptions to the management's assertions and treatment, presentation & disclosure for asset held for sale in consolidated financial statements.</p>

Information Other than the consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis/ Corporate Governance and Shareholder's Information but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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.

In preparing the consolidated financial statements, the Board of Directors of the Company and its associate are responsible for assessing the ability of the Company and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the company and its associate are also responsible for overseeing the financial reporting process of the Company and its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its associate incorporated in India has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associate to express an opinion on the consolidated financial statements. For the associate included in the consolidated financial statements, which is unaudited, management is responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The consolidated financial statements does not include the Company's share of net loss of ₹ 389 thousand for the year ended March 31, 2019 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 it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) and (11) 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 / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the financial information of associate, as noted in "Other Matters" paragraph, 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 and reports of the other auditors;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements;
- d. in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act;
- e. On the basis of the written representations received from the directors of the Company as on 31st March 2019 and taken on record by the Board of Directors of the Company, none of the directors of the company and its associate company incorporated in India is disqualified as on 31st March 2019 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 with reference to consolidated financial statements of the Company and its associate incorporated in India 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 the requirements of section 197(16) of the Act, as amended, we report that the Company have neither paid nor provided for any remuneration to its directors during the year.;
- h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associate – Refer Note 41 to the consolidated financial statements;
 - ii. the Company and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate incorporated in India.

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

Vishal P. Doshi
Partner
Membership No. 101533

Place: Mumbai
Date: 15th May, 2019

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Integra Engineering India Limited on the consolidated financial statements of even date)

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 31st March, 2019, we have audited the internal financial controls with reference to financial statements of Integra Engineering India Limited ("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 with reference to financial statements 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 ICAI. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 Consolidated 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 with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 consolidated 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 Consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, 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, the most recent audited financial statements available are for the financial year ended 31st March 2018. Reporting on whether the company has adequate internal controls system in place and operating effectiveness of such controls is not applicable to associate vide MCA circular no. 08/2017 dated 25/07/2017.

For K. C. Mehta & Co.

Chartered Accountants

Firm's Registration No. 106237W

Vishal P. Doshi

Partner

Membership No. 101533

Place: Mumbai

Date: 15th May, 2019

Consolidated Balance Sheet as at 31st March, 2019

(Amount in ₹ '000)

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	4	1,14,009	1,09,886
(b) Intangible assets	5	1,488	2,045
(c) Investment Property	6	933	1,014
(d) Financial Assets			
(i) Investments	7	-	-
(ii) Others	8	3,713	7,714
(e) Deferred tax Assets (Net)	9	53,631	13,059
(f) Other non-current assets	10	7,449	10,596
Total non-current assets		1,81,223	1,44,314
(2) Current Assets			
(a) Inventories	11	1,08,609	73,220
(b) Financial Assets			
(i) Trade receivables	12	1,84,025	1,57,376
(ii) Cash and cash equivalents	13	37,470	14,542
(iii) Other Bank Balances	14	25,439	24,230
(iv) Loans	15	183	167
(v) Others	16	1,747	2,626
(c) Current Tax Assets (net)	17	2,782	-
(d) Other current assets	18	6,438	4,951
Total current assets		3,66,692	2,77,110
Assets classified as held for sale	19	4,652	5,042
Total assets		5,52,566	4,26,466
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	20	34,245	34,245
(b) Other Equity	21	1,98,436	86,284
Total equity		2,32,681	1,20,530
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	1,24,000	1,24,000
(b) Provisions	23	380	1,697
Total non-current liabilities		1,24,380	1,25,697
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	26,947	11,545
(ii) Trade payables	25		
"(A) due to micro enterprises and small enterprises"		7,941	-
"(B) due to other than micro enterprises and small enterprises"		73,977	79,587
(iii) Others	26	84,380	76,639
(b) Other current liabilities	27	1,684	3,500
(c) Provisions	28	577	607
(d) Current Tax Liabilities (net)	29	-	8,361
Total current liabilities		1,95,505	1,80,239
Total Equity and Liabilities		5,52,566	4,26,466
Significant Accounting Policies and Notes to Financial Statements	1-56		
As per our report of even date attached			
For K. C. Mehta & Co.		For and on behalf of the Board	
Chartered Accountants			
Vishal P. Doshi	Corinne Ruckstuhl	Rahul Divan	Bhavin Kariya
Partner	Director	Director	CFO
Membership No. 101533	DIN: 03531399	DIN: 00001178	
Place : Mumbai	Place : Mumbai		Harneetkaur Anand
Date : 15.05.2019	Date : 15.05.2019		Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019 (Amount in ₹ '000)

Particulars	Note No.	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
I Revenue from operations	30	6,26,625	4,61,233
II Other income	31	18,154	17,145
III Total income (I+II)		6,44,779	4,78,378
IV EXPENSES			
Cost of materials consumed	32	3,34,164	2,33,025
Purchase of Stock in trade	33	16,710	15,224
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	34	(18,692)	(8,580)
Excise Duty on Sales		-	9,818
Employee Benefits Expense	35	74,555	56,687
Finance Costs	36	7,654	5,734
Depreciation and amortization expense	37	11,227	9,087
Other Expenses	38	1,28,593	1,09,177
Total expenses (IV)		5,54,211	4,30,172
V Profit before tax(III-IV)		90,568	48,206
VI Tax expense:	39		
(a) Current tax relating to:			
- current year		19,640	10,610
- earlier years		383	-
(b) Deferred tax		(40,624)	3,495
VII Profit before share in Net Profit of Associates (V-VI)		1,11,169	34,102
VIII Add: Share in net profit of Associates		-	-
IX Profit for the year (V-VI)		1,11,169	34,102
X Other comprehensive income (OCI)			
(a) Items that will not be reclassified to profit or loss			
(i) Re-measurement of the defined benefit plans		188	(1,351)
- tax impact		52	(372)
		136	(979)
XI Total comprehensive income for the year (VII+VIII)		1,11,305	33,123
XII Earnings per equity share:	46		
Basic (in ₹)		3.25	1.00
Diluted (in ₹)		3.25	1.00
Significant Accounting Policies and Notes to Consolidated Financial Statements	1-56		

As per our report of even date attached

For K. C. Mehta & Co.
Chartered Accountants
Vishal P. Doshi
Partner
Membership No. 101533
Place : Mumbai
Date : 15.05.2019
For and on behalf of the Board
Corinne Ruckstuhl
Director
DIN: 03531399
Bhavin Kariya
CFO
Place :
Date : 15.05.2019
Rahul Divan
Director
DIN: 00001178
Harneetkaur Anand
Secretary
Mumbai

Consolidated Statement of Changes in Equity for the year ended on 31st March, 2019
Equity Share Capital:

Particulars	(Amount in ₹ '000)
Balance as on 1st April, 2017	34,245
Changes during the year	-
Balance as on 31st March, 2018	34,245
Changes during the year	-
Balance as on 31st March, 2019	34,245

Other Equity:

(Amount in ₹ '000)

Particulars	Securities premium	Employee Stock Option Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2017	32,948	-	24,909	(5,330)	52,527
Addition During the year	-	635	-	-	635
Profit for the year	-	-	-	34,102	34,102
Other comprehensive income for the year (net of Tax)	-	-	-	(979)	(979)
Balance as at 31st March, 2018	32,948	635	24,909	27,793	86,284
Addition During the year	-	846	-	-	846
Profit for the year	-	-	-	1,11,169	1,11,169
Other comprehensive income for the year (net of Tax)	-	-	-	136	136
Balance as at 31st March, 2019	32,948	1,481	24,909	1,39,098	1,98,436

Consolidated Cash flow statement for the year ended 31st March 2019

(Amount in ₹ '000)

	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
[A]	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit/(Loss) before tax	90,568	48,206
	Adjustments for:		
	Depreciation/Amortisation/Impairment of Fixed Assets	11,227	9,087
	Unrealised Gain / Loss	-	(61)
	Employee stock option expense	846	635
	Interest Income	(3,227)	(3,457)
	Reversal of Provision for Doubtful Debt	(590)	(231)
	Provision/Advances/Sundry Balances written back	-	(202)
	Impairment of Assets held for sale	390	1,116
	(Profit)/Loss on sale of Fixed Assets (Net)	1,067	-
	Remeasurement of Defined Plans	188	(1,351)
	Interest Expenses	2,017	653
	Provision for Doubtful Receivables/Advances/Sundry balances written off	462	653
	Operating Profit/(Loss) before changes in working capital	1,02,948	55,048
	Adjustment for (Increase)/Decrease in Operating Assets		
	Inventories	(35,389)	(13,061)
	Trade Receivables	424	(83,133)
	Loans and Advances	(16)	(74)
	Other Assets	3,892	5,588
	Adjustment for Increase/(Decrease) in Operating Liabilities		
	Trade Payables	2,331	39,200
	Provisions	(1,347)	1,869
	Other Liabilities	5,924	4,029
	Cash flow from operations after changes in working capital	78,767	9,465
	Net Direct Taxes (Paid)/Refunded	(28,431)	(4,932)
	Net Cash Flow from/(used in) Operating Activities	50,336	4,533
[B]	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets including Capital Advances & CWIP	(16,079)	(42,804)
	Sale of Fixed Assets	300	-
	Interest Income	3,142	3,457
	Bank Balances not considered as Cash and Cash Equivalents held as Margin money against guarantees	(1,209)	(929)
	Net Cash Flow from/(used in) Investing Activities	(13,846)	(40,276)
[C]	CASH FLOW FROM FINANCING ACTIVITIES		
	Interest Expenses	(2,017)	(653)
	Net Cash Flow from/(used in) Financing Activities	(2,017)	(653)
	Net Increase/ (Decrease) in Cash and Cash Equivalents	34,472	(36,396)
	Cash & Cash Equivalents at beginning of period (see Note 1)	2,997	39,393
	Cash and Cash Equivalents at end of period (see Note 1)	37,470	2,997

Consolidated Cash flow statement for the year ended 31st March 2019

(Amount in ₹ '000)

	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
1	Notes:		
	Cash and Cash equivalents comprise of:		
	Cash on Hands	106	50
	Balance with Banks	5,801	218
	Bank Deposits (Short term Investment)	24,747	14,274
	Bank overdraft account	6,816	(11,545)
	Cash and Cash equivalents	37,470	2,997
	Effect of Unrealised foreign exchange (gain)/loss (Net)	-	-
	Cash and Cash equivalents as restated	37,470	2,997
2	The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 " Cash Flow Statement".		
As per our report of even date attached			
For K. C. Mehta & Co. Chartered Accountants		For and on behalf of the Board	
Vishal P. Doshi Partner Membership No. 101533		Corinne Ruckstuhl Director DIN: 03531399	Rahul Divan Director DIN: 00001178
		Bhavin Kariya CFO	Harneetkaur Anand Secretary
Place : Mumbai Date : 15.05.2019		Place : Mumbai Date : 15.05.2019	

Integra Engineering India Limited
Notes to the Consolidated Financial Statements for the year ended March 31, 2019
Corporate information

INTEGRA Engineering India Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (CIN: L29199GJ1981PLC028741) having its registered office at Post Box No 55, Chandrapura Village, Taluka Halol, Panchmahal. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in manufacturing of machineries and components.

The consolidated financial statements comprise financial statements of Integra Engineering India Limited ("the Company") and its associate Integra Systems Private Limited for the year ended 31st March, 2019.

1. Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the new Ind AS and certain amendments to existing Ind ASs. They shall come into force on April 1, 2019 and therefore, the company shall apply the same with effect from that date.

(a) New Indian Accounting Standard (Ind AS 116) "Leases":

Ind AS 116 will replace the existing leases standard, Ind AS 17 "Leases" w.e.f. April 1, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as prescribed in Ind AS 17. The effect on the Financial statements on adoption of Ind AS 116 is being evaluated by the Company.

(b) Other Amendments:

Several other Indian Accounting Standards have been amended on various issues with effect from April 1, 2019. The following amendments are relevant to the company:

- (i) Ind AS 12 "Income Taxes"- Income tax consequences of dividend and uncertainty over income tax treatments;
- (ii) Ind AS 19 "Employee Benefits"- Accounting for plan amendment, curtailment or settlement;
- (iii) Ind AS 28 "Investments in Associates and Joint Ventures"- Application of Ind AS 109 "Financial Instruments" to long-term interests in associates and joint ventures to which

the equity method is not applied but that in substance form part of the net investment in the associate or joint venture.

- (iv) Ind AS 109 "Financial Instruments"- Measurement of prepayment features with negative compensation in case of debt instruments;

None of these amendments are expected to have any material effect on the Company's financial statements.

2. Significant accounting policies
2.1. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2. Basis of preparation

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of the industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013. Further trade receivables, inventories and trade payables are assumed to be current as per para 68 and 70 of Ind AS-1.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest thousand rupees.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1, for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

2.3. Principles of Consolidation:

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investees, but is not control or joint control over those policies.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Company's investments in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Company's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Company's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Company recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company and the associate are eliminated to the extent of the interest in the associate.

If Company's share of losses of an associate exceeds its interest in that associate (which includes any long term interest that, in substance, form part of the Company's net investment in the associate), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Company resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognized.

The financial statements of the associate are prepared for the

same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

2.4. Property Plant and Equipment (PPE)

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated.

Property, Plant and Equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss.

The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits) and 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. It includes professional fees and, for qualifying assets, 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 significant value and subsequent expenditure on Property, Plant and Equipment 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.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of PPE (other than Freehold Land, properties under construction) less their residual values, using the straight-line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company. Estimated useful lives of these assets are as under:

Description	Years
Building	30
Plant & Machinery	15
Computers	3
Furniture and Fixtures	10
Vehicles	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.

Depreciation on subsequent expenditure on PPE arising on

account of capital improvement or other factors is provided for prospectively over the remaining useful life.

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 asset. 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 asset and is recognized in the Statement of Profit and Loss.

2.5. Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives not exceeding ten years from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

2.6. Investment Property

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., 1 April 2016.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company depreciates building component of investment property over 30 years from the date of original purchase.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of

profit or loss in the period of derecognition.

2.7. Non-Current Assets held for Sale

The Company classifies Non-Current Assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets or disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

2.8. Impairment of tangible assets and intangible assets

The Company reviews the carrying amount of its tangible assets (Property, Plant and Equipment including Capital Works in Progress) of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have decreased. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss

been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

2.9. 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

2.10. Revenue recognition

The Company earns revenue primarily from sale of products and sale of services.

The Company has applied Ind AS 115 using the cumulative effect method and therefore the comparative information has not been restated and continues to be reported under erstwhile Ind AS 18 and Ind AS 11. The new Standard is applied to contracts that were remaining in force as at 1st April, 2018. The application of the standard does not have any significant impact on the retained earnings as at 1st April, 2018 or on these financial statements.

Sale of Products and Services

Revenues are recognized when the Company satisfies the performance obligation by transferring a promised product or service to a customer. A product is transferred when the customer obtains control of that product, which is at the point of transfer of custody to customers where usually the title is passed, provided that the contract price is fixed or determinable and collectability of the receivable is reasonably assured.

Revenue is measured at the transaction price of the consideration received or receivable duly adjusted for variable consideration and represents amounts receivable for goods and services provided in the normal course of business, net off Goods and Services Tax (GST), etc. Any retrospective revision in prices is accounted for in the year of such revision.

Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the Statement of Profit

or Loss due to its operating nature.

Interest Income:

Interest income from financial assets is recognised at the effective interest rate method applicable on initial recognition

Other Income:

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

2.11. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

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.

Operating lease payments are recognized as prepayments and amortized on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

2.12. Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which the Company operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using closing exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

Effective April 1, 2018 the Company has adopted Appendix B to Ind AS 21 - Foreign Currency transactions and advance consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related assets, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect an account of adoption of this amendment was insignificant

2.13. Employee Benefits

Defined contribution plans

Contributions to defined contribution schemes such as provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are

rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions

Defined contribution plans

Defined Benefit plans comprising of gratuity are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognised in the statement of profit and loss.

Remeasurement of defined benefit plans except for leave encashment towards un-availed leave and compensated absences, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (excluding net interest as defined above) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit and loss in subsequent periods.

The Company contributes all ascertained liabilities with respect to gratuity to Life Insurance Corporation of India (LIC).

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

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 the employee renders services. These benefits include salary, wages, bonus, performance incentives etc.

Other long-term employee benefits

Other long-term employee benefit comprises of leave encashment towards un-availed leave and compensated absences; these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted as current employee cost.

Re-measurements of leave encashment towards un-availed leave and compensated absences are recognized in the Statement of Profit and Loss.

The Company contributes all ascertained liabilities with respect to un-availed leave to the Life Insurance Corporation of India

(LIC).

2.14. Share-based payments

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, on a straight line basis, over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserves.

2.15. Taxes on Income

Income tax expense represents the sum of the current tax and deferred tax.

(i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

(iii) Current and deferred tax expense for the year

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.16. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.17. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by

way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.18. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(i) Financial assets

Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other

comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset.

(ii) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs, if any.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing issued

debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

2.19. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving the basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.20. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

2.21. Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

3. Significant accounting judgements, estimates and assumptions

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of judgments, assumptions and estimates in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of useful

lives of Property, Plant and Equipment, impairment, employee benefit obligations, provisions, provision for income tax, measurement of deferred tax assets and contingent assets & liabilities.

3.1. Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations (Refer note 3.2), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

a. Determination of functional currency

Currency of the primary economic environment in which the Company primarily generates and expends cash ("the functional currency") is Indian Rupee (₹). Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

b. Determining whether an arrangement contain leases and classification of leases

The Company enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

c. Evaluation of indicators for impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

3.2. Key sources of estimates and assumptions

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

a. Defined benefit obligation (DBO)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined

using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

b. Share based payments

The Company measures the cost of equity-settled transactions with employees using a model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 53.

c. Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Consolidated Notes to the financial statements

NOTE NO. 4

PROPERTY, PLANT AND EQUIPMENTS

(Amount in ₹ '000)

Particulars / Assets	Free Hold land	Building	Plant and Machinery	Computers	Furniture & Fixtures	Vehicles	Total
GROSS BLOCK							
As at 1st April 2017	882	19,738	66,076	746	2,532	80	90,053
Additions	-	-	35,967	1,476	3,971	-	41,413
Deduction/Adjustments	-	49	7,518	-	-	37	7,604
As at 31st March 2018	882	19,689	94,524	2,222	6,503	43	1,23,863
Additions	-	-	13,446	1,055	1,260	-	15,761
Deduction/Adjustments	-	-	1,727	-	-	-	1,727
As at 31st March 2019	882	19,689	1,06,244	3,277	7,762	43	1,37,897
ACCUMULATED DEPRECIATION							
As at 1st April 2017	-	1,162	5,385	130	653	37	7,366
Charge for the year	-	1,205	5,927	330	595	-	8,057
Deduction/Adjustments	-	49	1,360	-	-	37	1,445
As at 31st March 2018	-	2,318	9,952	460	1,247	-	13,977
Charge for the year	-	1,082	7,692	696	802	-	10,271
Deduction/Adjustments	-	-	360	-	-	-	360
As at 31st March 2019	-	3,399	17,284	1,156	2,050	-	23,888
Net Block							
As at 31st March 2018	882	17,372	84,572	1,762	5,255	43	1,09,886
As at 31st March 2019	882	16,290	88,960	2,121	5,713	43	1,14,009

Note: The Company has elected to continue with the carrying value of its Property Plant & Equipment (PPE) recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Consolidated Notes to the financial statements
NOTE NO. 5
INTANGIBLE ASSETS

(Amount in ₹ '000)

Particulars / Assets	Computer Software	Total
GROSS BLOCK		
As at 1st April 2017	2,289	2,289
Additions	1,390	1,390
Deduction/Adjustments	-	-
As at 31st March 2018	3,679	3,679
Additions	318	318
Deduction/Adjustments	-	-
As at 31st March 2019	3,997	3,997
ACCUMULATED AMORTIZATION		
As at 1st April 2017	686	686
Charge for the year	948	948
Deduction/Adjustments	-	-
As at 31st March 2018	1,634	1,634
Charge for the year	875	875
Deduction/Adjustments	-	-
As at 31st March 2019	2,509	2,509
Net Block		
As at 31st March 2018	2,045	2,045
As at 31st March 2019	1,488	1,488

Note: The Company has elected to continue with the carrying value of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Consolidated Notes to the financial statements

NOTE NO. 6

INVESTMENT PROPERTY

GROSS BLOCK

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
Opening balance as at 1 April 2017	62	1,118	1,180
Additions	-	-	-
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2018	62	1,118	1,180
Additions	-	-	-
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2019	62	1,118	1,180

Depreciation and impairment

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
Opening balance as at 1 April 2017	-	83	83
Charge for the year	-	83	83
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2018	-	166	166
Charge for the year	-	81	81
Deduction/Adjustments	-	-	-
Closing balance as at 31 March 2019	-	247	247

Net Block

(Amount in ₹ '000)

Particulars	Free Hold Land	Building	Amount
As at 31 March 2018	62	952	1,014
As at 31 March 2019	62	871	933

The Company has elected to continue with the carrying value of all its Investment Properties recognized as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date.

Information regarding income and expenditure of Investment property

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rental Income	13,570	12,462
Direct operating Expenses (including R & M) that generate rental income	-	-
Direct operating Expenses (including R & M) that did not generate rental income	-	-

As at 31 March 2019 and 31 March 2018, the fair values of the properties are ₹ 72,739 ('000) and ₹ 68,782 ('000), respectively. These valuations are based on valuations performed by Govt. Registered valuer.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties.

The Company's Investment Properties consists of land and buildings. The Fair value of land was determined using the market comparable approach based on recent market prices without any significant adjustments being made to the market observable data. The Fair value of Buildings was determined using depreciated Replacement cost method. The valuation model considers various inputs and is dependent on Age, General conditions, normal useful life, replacement cost new, obsolescence. The Fair value measurements is categorized in level 2 or level 3 of Fair value hierarchy as appropriate.

Consolidated Notes to the financial statements
7 Investments

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Unquoted Equity shares of Associate		
Integra Systems Private Limited	1,000	1,000
1,00,000 equity shares of ₹ 10/- each fully paid up		
Less: Impairment in value of Investments	1,000	1,000
TOTAL	-	-
Aggregate carrying value of Unquoted Investments	1,000	1,000
Aggregate impairment in value of Investments	1,000	1,000

7.1 The Company's share of losses of the associates 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.

7.2 The Company has elected to continue with the carrying value of its investments in associate, measured as per the Previous GAAP and used that carrying value on the transition date 1st April, 2016 in terms of Para D15(b)(ii) of Ind AS 101.

7.3 Details of Associate:

(Amount in ₹ '000)

Particulars	Principal Activity	Place of incorporation	Principal place of business
Integra Systems Private Limited	Manufacturing of Passenger Information System	India	Chandrapura Village, Halol
Proportion of ownership interest/ voting rights held by the Company		As at 31st March, 2019	As at 31st March, 2018
Integra Systems Private Limited		50.00%	50.00%

8 Other Financial Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	3,103	3,103
Bank Deposits of more than 12 months maturity	610	4,612
Total	3,713	7,714

9 Deferred Tax Assets (Net)

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Assets	67,409	25,156
Deferred Tax Liabilities	13,778	12,097
Total	53,631	13,059

2018-19

(Amount in ₹ '000)

Particulars	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liability on account of:				
Fixed assets	12,097	1,681	-	13,778
Total Deferred Tax Liabilities	12,097	1,681	-	13,778
Deferred tax asset on account of:				
Provision for Doubtful debts	186	-34	-	152
Provision for Leave encashment	255	-121	-	133
Provision for Gratuity	380	-195	-52	133
Carried forward business losses #	-	21,877	-	21,877
Carried forward unabsorbed depreciation #	4,307	1,553	-	5,860
MAT Credit entitlement	20,029	19,225	-	39,254
Total Deferred Tax Assets	25,156	42,305	-52	67,409
Net Deferred Tax	13,059	40,624	-52	53,631

During the year, the company has recognised deferred tax asset on brought forward losses and unabsorbed depreciation amounting to ₹ 27,737 ('000) pursuant to order of Assessing Officer giving effect to order of Commissioner of Income Tax (Appeals) for A.Y. 2007-08 considering that future taxable profit will be available against which such unused tax losses can be utilised.

2017-18

(Amount in ₹ '000)

Particulars	Opening Balance	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Closing Balance
Deferred tax liability on account of:				
Fixed assets	10,631	1,466	-	12,097
Total Deferred Tax Liabilities	10,631	1,466	-	12,097
Deferred tax asset on account of:				
Provision for Doubtful debts	116	69	-	186
Provision for Leave encashment	112	142	-	255
Provision for Gratuity	-	8	372	380
Carried forward business losses	3,074	(3,074)	-	-
Carried forward unabsorbed depreciation	14,117	(9,810)	-	4,307
MAT Credit entitlement	9,394	10,635	-	20,029
Total Deferred Tax Asset	26,813	(2,029)	372	25,156
Net Deferred Tax	16,182	(3,495)	372	13,059

10 Other Non Current Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, Considered Good unless Otherwise Stated)		
Capital Advance	-	600
Balance with government department	1,636	1,449
Advance Tax and TDS	5,813	8,547
Total	7,449	10,596

11 Inventories

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw Material	61,962	46,329
Work in Progress	40,006	21,860
Stock in Trade	4,013	3,467
Stores and Spares	2,629	1,564
Total	1,08,609	73,220

11.1 For basis of valuation refer Note 2.9

12 Trade Receivables

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, Considered good		
Due from related Parties*	613	625
Others	1,83,413	1,56,750
Unsecured, Credit impaired	546	673
	1,84,571	1,58,049
Less		
Impairment for doubtful receivables	546	673
Total	1,84,025	1,57,376

*Represents due from Aquametro AG ₹ 613 ('000) (as at 31st March 2018 ₹ 625 ('000)).

12.1 The Company assesses impairment loss on dues from its customers on facts and circumstances relevant to each transaction. Usually, Company collects all its receivables within 90 days.

12.2 As at 31 March 2019, the Company had 5 customers (31 March 2018: 5 customers) having outstanding more than 5% of total trade receivables that accounted for approximately 93% (31 March 2018: 93%) of total trade receivables outstanding.

12.3 Movement of Impairment for doubtful receivables

(Amount in ₹ '000)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Balance at beginning of the year	673	452
Addition in expected credit loss allowance on trade receivables	462	453
Write off as bad debts	316	181
Recovery during the year	273	50
Reclassification/Other Adjustments	-	-
Balance at end of the year	546	673

12.4 Receivables under bill discounting arrangement does not meet the derecognition criteria stated in Ind AS 109 and hence, such receivables are not derecognized. The bill discounting liability has been recognised as the part of borrowings. (Refer note no. 24)

13 Cash and Cash Equivalents

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash on Hand	106	50
Balance with Banks in Current Account	5,801	218
Bank Deposits	24,747	14,274
Debit balance in bank overdraft account (Refer note 24.1)	6,816	-
Total	37,470	14,542

14 Other Bank Balances

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Bank Deposits pledged as security against Borrowings	25,148	23,717
Bank Deposits pledged as security deposits	291	512
Total	25,439	24,230

15 Loans

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good		
Loan to Employees	183	167
Total	183	167

16 Other Financial Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deposits given	213	1,177
Accrued Interest	1,534	1,448
Total	1,747	2,626

17 Current Tax Assets (Net)

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Tax and TDS	2,782	-
Total	2,782	-

18 Other Current Assets

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with Government Authorities	773	-
Prepaid Expenses	1,473	2,514
Advances to vendors	4,107	2,128
Others	85	309
Total	6,438	4,951

19 Assets held for sale

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Plant & Machinery	4,652	5,042
Total	4,652	5,042

19.1 The Company has classified a Water Jet Machine as asset held for sale as at 31st March 2018 and has measured the asset at lower of carrying amount and the fair value less costs to sell resulting in Impairment Loss of ₹390 ('000) (P.Y. ₹ 1,116 ('000)). This loss is included in other expenses in Statement of Profit and Loss.

20 Equity Share Capital

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised		
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
Total	2,15,000	2,15,000
Issued, Subscribed and Paid Up		
34,245,196 Equity Shares of ₹ 1/- each fully paid up	34,245	34,245
Total	34,245	34,245

20.1 Shares held by Holding Company

Particulars	No. of shares	% Holding
Integra Holding AG		
As at 31st March 2019	1,87,23,341	54.67%
As at 31st March 2018	1,87,23,341	54.67%

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

(Amount in ₹ '000)

Particulars	No. of shares	Share Capital
As at 1st April, 2017	3,42,45,196	34,245
Additions/(Reductions)	-	-
As at 31st March, 2018	3,42,45,196	34,245
As at 1st April, 2018	3,42,45,196	34,245
Additions/(Reductions)	-	-
As at 31st March, 2019	3,42,45,196	34,245

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

Particulars	No. of shares	% Holding
Integra Holding AG		
As at 31st March 2019	1,87,23,341	54.67%
As at 31st March 2018	1,87,23,341	54.67%

20.4 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.

21 Other Equity

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Securities Premium	32,948	32,948
Employee Stock Option Reserve	1,481	635
General Reserve	24,909	24,909
Retained Earnings	1,39,098	27,793
Total	1,98,436	86,284

21.1 Particulars relating to Other Equity

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Securities Premium (Refer Note No.21.2)		
Balance at the beginning of the year	32,948	32,948
Addition/(Deduction) during the year	-	-
Balance at the end of the year	32,948	32,948
Employee Stock Option Reserve (Refer Note No. 21.3)		
Balance at the beginning of the year	635	-
Addition/(Deduction) during the year	846	635
Balance at the end of the year	1,481	635
General Reserve (Refer Note No.21.4)		
Balance at the beginning of the year	24,909	24,909
Addition/(Deduction) during the year	-	-
Balance at the end of the year	24,909	24,909
Retained Earnings		
Balance at the beginning of the year	27,793	(5,330)
Addition/(Deduction) during the year	1,11,305	33,123
Balance at the end of the year	1,39,098	27,793
Total	1,98,436	86,284

21.2 Securities Premium Reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

21.3 Employee Stock Option Reserve Stock Option Reserve is used to recognise the fair value of equity settled share based payment transactions.

21.4 The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

22 Borrowings

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured 4% Cumulative Redeemable Preference Shares	1,24,000	1,24,000
Total	1,24,000	1,24,000

22.1 The Company has been authorised to issue 14,000,000 Cumulative Redeemable Preference Shares (CRPS) of ₹ 10/- each, out of which the Company has issued 12,400,000 4% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up.

22.2 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. 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. 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.

22.3 As per requirements of Ind AS 32 "Financial Instrument Presentation", 4% cumulative redeemable preference shares have been classified as financial liabilities.

22.4 Consequent to classification of cumulative redeemable preference shares as borrowings, liability pertaining to undeclared dividend is provided for as Finance cost but it is not declared, distributed or paid and hence, the liability for dividend distribution tax would be accounted only when it accrues on declaration, distribution or payment of dividend.

23 Provisions

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee benefits		
Gratuity Provision	-	859
Unavailed Leave and compensated absences	380	838
Total	380	1,697

24 Borrowings

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Overdraft Account	-	11,545
Unsecured		
Bill Discounting Facility	26,947	-
Total	26,947	11,545

24.1 Overdraft facility is secured by pledge of Fixed Deposits.

25 Trade Payables

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro and Small Enterprises	7,941	-
Others	73,977	79,587
Total	81,917	79,587

25.1 Payment towards trade payables is made as per the terms and conditions of the contract / purchase orders. The average credit period is 30 - 90 days.

25.2 This information as required to be disclosed under Micro Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Information in terms of section 22 of Micro, Small and Medium Enterprises Development Act, 2006 are given below:

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Principal amount paid after appointed date during the year	28,175	-
Amount of interest due and payable for the delayed payment on principal amount	525	-
Principal amount remaining unpaid as at year end (over due)	2,085	-
Principal amount remaining unpaid as at year end (not due)	5,856	-
Interest due and payable on principal amount unpaid as at the year end	66	-
Total amount of interest accrued and unpaid as at year end	592	-

In previous year, the company was in process of identifying the suppliers, if any, covered under the Micro, Small and Medium Enterprise Development Act, 2006. Hence the details required have not been furnished.

26 Other Financial liabilities

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deposits towards lease	2,744	2,719
Expenses payable	10,086	7,329
Dividend Payable on Redeemable Preference Shares (Refer Note 22.4)	71,550	66,590
Total	84,380	76,639

27 Other Current Liabilities

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory dues payable	1,509	2,937
Advance Received from Customers	176	564
Total	1,684	3,500

28 Provisions

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee benefits		
Gratuity Provision	479	522
Unavailed Leave and compensated absences	98	86
Total	577	607

29 Current Tax Liabilities (Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Income tax payable (net)	-	8,361
Total	-	8,361

30 Revenue From Operation (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Products	6,01,445	4,38,574
Sale of Services	341	3,275
Other Operating Revenue	24,839	19,384
Total	6,26,625	4,61,233

Sale of product includes excise duty ₹ Nil and (P.Y. ₹ 9,818 ('000)).

31 Other Income (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rent Income	13,570	12,462
Interest Income	3,227	3,457
Excess Liability Written Back	94	202
Reversal of Provision for Doubtful Debts	590	231
Miscellaneous Income	672	792
Total	18,154	17,145

32 Cost of Material Consumed (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Consumption of Raw Materials	3,34,164	2,33,025
Total	3,34,164	2,33,025

33 Purchases of Stock-in-Trade (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Purchases of Stock in Trade	16,710	15,224
Total	16,710	15,224

34 Purchases of Stock-in-Trade

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Work in Progress		
Opening Stock		
- Work in Progress	21,860	15,684
- Stock in Trade	3,467	1,063
	25,327	16,747
Closing Stock		
- Work in Progress	40,006	21,860
- Stock in Trade	4,013	3,467
	44,019	25,327
Total	(18,692)	(8,580)

35 Employee Benefit Expenses

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries & Wages	58,381	43,780
Share based payments	846	635
Contribution of Provident Fund & Other Fund	3,676	3,276
Staff Welfare expense	11,652	8,996
Total	74,555	56,687

36 Finance Costs

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest on Bank Loan	2,609	653
Dividend on Preference shares	4,960	4,960
Bank Charges & Commission	85	121
Total	7,654	5,734

37 Depreciation and amortization expense

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Depreciation of tangible assets	10,271	8,057
Amortization of intangible assets	875	948
Depreciation on investment property	81	83
Total	11,227	9,087

38 Other Expenses

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Consumption of Stores & Spares	26,063	18,796
Impairment loss on asset held for sale	390	1,116
Loss on sale of Assets (Net)	1,067	-
Job Work & Processing Charges	12,422	11,394
Labour Charges	36,385	25,892
Power & Fuel	9,025	7,573
Repairs To Factory Building	742	3,804
Repairs To Plant & Machinery	316	331
Repairs To Others	2,539	2,658
Insurance Expenses	1,705	912
Audit Fees	675	625
Legal & Professional Charges	8,423	8,943
Exchange Fluctuations (Net)	54	3
Miscellaneous Expense*	8,510	10,459
Rent	1,534	1,514
Rates & Taxes	32	55
Security & Other Services	3,247	2,548
Travelling Expenses	6,413	4,587
Commission & Brokerage	1,163	1,185
Selling & Distribution Expenses	6,247	5,890
Sales Promotion	483	238
Bad Debts Written off	696	200
Provision for Doubtful Debts	462	453
Total	1,28,593	1,09,177

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

Payment to Auditors has been Classified Below:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Payment to Auditors		
-As Auditor	675	625
-For Taxation Matters	115	170
-For Other services	396	325
-For Reimbursement of Expense	58	58
Total	1,244	1,178

39 Tax Expense

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current tax in relation to:		
- Current years	19,640	10,610
- Earlier years	383	-
Deferred Tax		
In respect of current year	(21,347)	13,757
Unused Tax Credits	(19,225)	(10,635)
Total income tax expense recognised in the current year	(20,549)	13,732

39.1 The income tax expense for the year can be reconciled to the accounting profit as follows: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit before tax	90,568	48,206
Income tax expense calculated at 27.82% (2017-2018: 27.5525%)	25,196	13,282
Impact of Tax rate difference	68	-
Expenses not allowed in Income Tax	1,544	848
Tax Adjustment of earlier years	1,286	(25)
Recognition of deferred tax on Unabsorbed losses of earlier year	(48,695)	-
Remeasurement of Defined benefit plans (recognised in other comprehensive income)	52	(372)
	(20,549)	13,732

40 Commitments (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Estimated amount of contracts remaining to be executed on capital account	-	2,100

41 Contingent Liabilities

Contingent Liabilities not provided for are classified as under: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income Tax	15,381	23,964
Excise / Service tax and Value added Tax matters	18,526	17,331
Estimated amount of Statutory bonus arrears for F.Y.2014-15	371	371
Pending Labour Cases	4,972	4,010
Claims against the Company before Labour Court	Amount not ascertainable	Amount not ascertainable

42 Operating Lease Arrangements

42.1 The Company has applied Appendix C to Ind AS 17 'Leases' to office and other assets to evaluate whether these contracts contains a lease or not. Based on evaluation of the terms and conditions of the arrangements, the Company has evaluated such arrangements to be operating leases.

The Company has obtained certain premises for its business operations under operating leases or leaves and license agreements. These are generally cancellable and range between 11 months to 5 years under leave and licenses or longer for other lease and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms.

42.2 Lease Payments recognised during the year: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rent Expense	1,534	1,514

42.3 Rental income arising from operating leases on Investment properties is accounted over the lease terms and is included in Other Income in the Statement of Profit and Loss.

Rental Income recognised during the year: (Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rental Income	13,570	12,462

43 Employee Benefits :

In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

43.1 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 31st March, 2019	For the year ended 31st March, 2018
Contribution to Provident Fund	1,939	1,622
Contribution to Super Annuation Fund	-	155
TOTAL	1,939	1,777

43.2 Defined Benefits Plan

Gratuity

15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognised on the basis of actuarial valuation.

The Company makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Company recognizes 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, 2019 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. Scheme is funded through LIC.

These plans typically expose the Company to actuarial risks such as: Investment risk, Market risk, Legislative risk, Salary risk and Liquidity risk.

Investment risk	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. this can result in wide fluctuations in the net liability or funded status if there are significant changes in the discount rate during the inter-valuation period.
Market risk	It is a collective term for risks that are related to changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. this assumption depends on the yields on the corporate bonds and hence the valuation of liability is exposed to fluctuations in the yields at the valuation date.
Legislative risk	It is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the regulation. The government may amend the payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Salary risk	Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.
Liquidity risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflow.

No other post-retirement benefits are provided to these employees.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal Rates	1.00% pa.	1.00% pa.
Discount Rate (%)	7.65%	7.50%
Salary escalation rate (%)	5.00%	5.00%
Rate of Return on Plan Assets (%)	7.50%	7.50%

43.3 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.

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

The principal assumptions used for the purposes of the actuarial valuations were as follows: (Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Gratuity (Funded)	Gratuity (Funded)
I. Defined Benefit obligation		
Current Service Cost	803	719
Interest Cost	499	337
Actuarial (gain)/ loss on obligations	(270)	1,343
Benefits paid	(421)	(78)
PVO at the beginning of the year	6,859	4,537
PVO at the end of the year	7,469	6,859
II. Reconciliation of the fair value of Plan Assets		
Expected return on Plan Assets	462	384
Actuarial gain / (Loss) on Plan Assets	(83)	(9)
Contributions by employer	1,553	44
Benefits Paid	(421)	(78)
Adjustment to Opening Balance	-	-
Fair value of Plan Assets at the beginning of the year	5,478	5,136
Fair value of Plan Assets at the end of the year	6,991	5,478

(Amount in ₹ '000)

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	Gratuity (Funded)	Gratuity (Funded)
III. Reconciliation of PVO and Fair value of Plan of assets		
PVO at the end of the year	7,469	6,859
fair value of Planned assets at the end of the year	6,991	5,478
Short / (Excess) Funded	479	1,381
Unrecognised actuarial gain / (Loss)	-	-
Net (asset) / liability recognised in the Balance Sheet	479	1,381
IV. Service Cost		
Current Service Cost	803	719
Interest Cost on benefit obligation	499	337
Expected return on Plan Assets	462	384
Components of defined benefit costs recognised in Employee Benefit expenses	839	672
Remeasurement on the net defined benefit liability:		
Actuarial (gain)/ loss on obligations	(188)	1,351
Net Cost	652	2,024

(Amount in ₹ '000)

Experience Adjustment	On Plan Liabilities - Loss/(Gain)	On Plan Assets - Loss/(Gain)
As on 31st March,2019	(161.17)	(82.63)
As on 31st March,2018	1,343.00	(9.00)
As on 31st March,2017	(275.00)	-
As on 31st March,2016	782.00	-
As on 31st March,2015	135.00	37.00

43.4 The fair value of plan assets at the end of the reporting period for each category, are as follows:

Gratuity and Leave 100% managed by Insurer (LIC)

43.5 Sensitivity analysis as for gratuity

(Amount in ₹ '000)

Significant Actuarial Assumptions	As at	As at
	31st March, 2019	31st March, 2018
Discount Rate		
Up by 1%	(661)	(577)
Down by 1%	782	678
Salary Escalation		
Up by 1%	839	730
Down by 1%	(720)	(631)
Withdrawal Rate		
Up by 1%	87	61
Down by 1%	(108)	(76)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality & withdrawals are not material & hence impact of.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

43.6 Maturity Profile of Defined Benefit Obligation and other long term employee benefits: (Amount in ₹ '000)

Experience Adjustment	As at 31st March, 2019	As at 31st March, 2018
Defined Benefit:		
Gratuity:		
Less than One Year	535	522
One to Three Years	1,322	705
Three to Five Years	659	1,220
More than Five Years	4,953	4,411

44 Operating Segment

The Company's operations fall under single segment namely "Manufacturing of Machineries and Components", taking into account the risks and returns, the organization structure and the internal reporting systems.

Segment revenue from "Manufacturing of Machineries and Components" represents revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customers outside India as under:

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Revenue from		
- Outside India	6,497	4,437
- In India	6,20,128	4,56,795

All assets are located in the company's country of domicile i.e. India.

Company's significant revenues (more than 70%) are derived from major 8 entities. The total revenue from such entities amounted to ₹ 4,67,087 ('000) in 2018-19 and ₹ 3,25,590 ('000) in 2017-18

45 Disclosure as required by Indian Accounting Standard -24 are given below:-

Name of Related Parties	Nature of Relationship
Integra Holding AG, Switzerland	Holding Company
Aquametro Oil and Marine AG, Switzerland (Formerly known as Aquametro AG.)	Fellow Subsidiary
Integra Systems Pvt. Ltd	Associates
Mr. Adrian Oehler	Non Executive Director
Mrs. Corinne Ruckstuhl	Non Executive Director
Mr. Satish Parekh*	Non Executive Director (Upto 11th May 2017)
Mr. Shalin Divatia	Independent Director
Mr. Rahul Divan	Independent Director
Mr. Bhargav Patel	Independent Director
Mr. Mahendra Sanghvi	Independent Director
Mr. Utkarsh Pundlik	Key Management Personnel

45.1 Transactions with related parties:

(Amount in ₹ '000)

Nature of Transaction	Fellow Subsidiary	Associate	Directors / Key Management Personnel	Total
Material Purchase	173	-	Nil	173
	(2,514)	-	(Nil)	(2,514)
a. Aquametro Oil and Marine AG, Switzerland	173	-	Nil	173
	(2,514)	-	(Nil)	(2,514)
Management Contract	6,497	-	Nil	6,497
	(4,437)	-	(Nil)	(4,437)
a. Aquametro Oil and Marine AG, Switzerland	6,497	-	Nil	6,497
	(4,437)	-	(Nil)	(4,437)
Director's Sitting Fees	-	-	1,080	1,080
	-	-	(1,130)	(1,130)
Mr. Adrian Oehler	-	-	210	210
	-	-	(150)	(150)
Mrs. Corinne Ruckstuhl	-	-	250	250
	-	-	(250)	(250)
Mr. Satish Parekh	-	-	-	-
	-	-	(50)	(50)
Mr. Shalin Divatia	-	-	250	250
	-	-	(190)	(190)
Mr. Rahul Divan	-	-	200	200
	-	-	(200)	(200)
Mr. Bhargav Patel	-	-	110	110
	-	-	(50)	(50)
Mr. Mahendra Sanghvi	-	-	60	60
	-	-	(240)	(240)
Remuneration	-	-	6,268	6,268
	-	-	(4,949)	(4,949)
a. Mr. Utkarsh Pundlik	-	-	6,268	6,268
	-	-	(4,949)	(4,949)
Rent Income	-	523	-	523
	-	(520)	-	(520)
a. Integra Systems Pvt Ltd	-	523	-	523
	-	(520)	-	(520)

Amounts in bracket indicate previous year figures.

45.2 Outstanding Balances :

(Amount in ₹ '000)

Particulars	Nature of Relationship	As at 31st March, 2019	As at 31st March, 2018
Payables			
a. Aquametro Oil and Marine AG, Switzerland	Fellow Subsidiary	-	931
		-	931
Receivables			
a. Aquametro Oil and Marine AG, Switzerland	Fellow Subsidiary	613	625
		613	625

45.3 Compensation to Key Management personnel

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Chief Executive Officer		
Short term employee benefits	6,047	4,741
Post employment benefits	112	99
Long term benefits	109	110
	6,268	4,949

46 Earnings per share (EPS) :

(Amount in ₹ '000)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit available to equity shareholders in ₹	11,11,69,416	3,41,01,637
Weighted Average number of Equity Shares (Face Value of ₹ 1 each)		
- Basic	3,42,45,196	3,42,45,196
- Diluted	3,42,45,196	3,42,45,196
Earning per share of ₹ 1 each		
Basic Earnings per share (₹)	3.25	1.00
Diluted Earnings per share (₹)	3.25	1.00

47 Impairment of Assets

In accordance with the Indian Accounting Standard (Ind AS-36) on "Impairment of Assets" the Company during the year carried out an exercise of identifying the assets that may have been impaired in respect of cash generating unit in accordance with the said Indian Accounting Standard. Based on the exercise, no impairment loss is required as at 31st March 2019.

48 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.

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

50 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

51 Financial instruments Disclosure

51.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Categories of financial instruments

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Financial assets		
Measured at amortised cost		
Trade and other receivables	1,84,025	1,57,376
Cash and cash equivalents	37,470	14,542
Other Bank Balance	25,439	24,230
Loans	183	167
Other financial assets	5,460	10,340
Financial liabilities		
Measured at amortised cost		
Borrowings	1,50,947	1,35,545
Trade payables	73,977	79,587
Dividend Payable on Redeemable Preference Shares	71,550	66,590
Other financial liabilities	12,830	10,049

51.2 Financial risk management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include deposits, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior Management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

51.2.1 Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The major components of market risk are price risk, foreign currency risk and interest rate risk.

A. Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of machineries and components and therefore require a continuous supply of steel as principal raw material.

The Company's management has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

B. Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities.

The aim of the Company's approach to management of currency risk is to leave the Company with no material residual risk.

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(Amount in ₹ '000)

Particulars	As at	As at
	31st March, 2019	31st March, 2018
Liabilities		
EURO	-	931
Assets		
CHF	-	625
US\$	117	-

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Company is exposed would have led to approximately an additional ₹ 6 ('000) gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect.

C. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term debt obligations with floating interest rates.

The Company invests the surplus fund generated from operations in bank deposits. Considering these bank deposits are short term in nature, there is no significant interest rate risk.

The Company has laid policies and guidelines including tenure of investment made to minimise impact of interest rate risk.

51.2.2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivable

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

An impairment analysis is performed at each reporting date on an individual basis. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note no. 12.

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Company's policy. The Company's maximum exposure to credit risk for the components of the Balance Sheet at 31 March 2019 and 31 March 2018 is the carrying amounts as illustrated in Note no. 13.

51.2.3 Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, preference shares and finance leases.

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(Amount in ₹ '000)

Particulars	Within 1 year	Exceeding one year	Total
As at 31 March, 2019			
Borrowings	26,947	1,24,000	1,50,947
Trade Payable	73,977	-	73,977
Deposits towards lease	2,744		2,744
Dividend Payable on Redeemable Preference Shares	71,550		71,550
Expenses payable	10,086	-	10,086
Total	1,85,303	1,24,000	3,09,303
As at 31 March, 2018			
Borrowings	11,545	1,24,000	1,35,545
Trade Payable	79,587	-	79,587
Deposits towards lease	2,719		2,719
Dividend Payable on Redeemable Preference Shares	66,590		66,590
Expenses payable	7,329	-	7,329
Total	1,67,770	1,24,000	2,91,770

52. Fair Value Measurement

52.1 Fair value of the Company's financial assets that are measured at fair value on recurring basis.

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

(Amount in ₹ '000)

Financial Assets / Financial Liabilities	Fair Value at 31st March 2019	Fair Value hierarchy	Valuation techniques and Key inputs
Asset held for sale	4652	Level - 2	1) Method of valuation is Average Cost Method. 2) Considered factors like balance life, residual life, market demand, process and atmospheric corrosion and obsolescence factor.

52.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required).

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note 52.1 approximate their fair values.

53 Employee Stock option

At the Annual General Meeting of the Company held on 12th August 2015 members of the Company passed a special resolution for introducing a "Integra Engineering India Employees Stock Option Plan 2015" for the benefit of employees of the Company. The resolution also accorded approval for the Board of Directors, to formulate the Scheme as per broad parameters outlined in the resolution. Pursuant to the Scheme, the Company has granted options to eligible employees of the Company under Plan. Each option entitles for one equity share. The options under this grant will vest to the employees as 20%, 40% and 40% of the total grant at end of third, fourth and fifth year from the date of grant, respectively, with an exercise period of three years for each grant. The vesting conditions include service terms and performance of the employees. These options are exercisable at an exercise price of ₹ 36/-per share (Face Value of ₹ 1 per share).

The fair value of each equity settled option is estimated on the date of grant using the Black-Scholes-Merton model, with the following assumptions:

Particulars	
Grant date	22nd August 2017
No of Option Granted	1,80,000
Option Value as on grant date	
Fair Value per ESOP option (₹)	19.06
Value of Option (₹)	34,30,800
Parameters of Fair Value of Options as on grant date	
Stock Price as on grant date (₹)	39.75
Exercise Price (₹)	36.00
Volatility	45.29%
Risk Free rate	6.52%
Weighted Average time of Expiry	4.2 Years

During the year ended 31st March 2019, the company had charged to statement of Profit and Loss as employee benefit expenses ₹ 846 ('000) (P.Y. ₹ 635 ('000)) by creating an Employee stock option reserve which is grouped under the head 'Other Equity'.

54. Disclosure as required by Indian Accounting Standard -115 are given below:-

54.1 The Company derives revenues from sale of goods, scrap and services from its contracts with customers. The revenues have been disclosed in Note No. 30 "Revenue from Operations".

The revenues are further disaggregated in to revenues from domestic as well as export market. Please refer Note No.44 "Operating Segment" for details.

54.2 The Company does not have any contract asset . The opening and closing balances of trade receivables and Contract liability are as under:

(Amount in ₹ '000)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables	1,84,025	1,57,376
Contract Liability		
Advance from customer	176	564

54.3 The remainiy performance obligation discloser provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the company expects to recognize these amounts in revenue Applying the practical expedient as given in Ind AS 115 the Company has not disclosed the remainiy performance obligation related discloses for contracts that has an original expected duration of one year or less.

55 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	
			31st March, 2019	31st March, 2018
Integra Systems Private Limited	Associate	India	50%	50%

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)
Integra Engineering India Limited (Parent)	100	1,94,914	100	1,11,169
Subsidiaries: 1. Foreign: NA 2. Indian: NA				
Associates: (Investment as per equity method) 1. Indian: Integra Systems Private Limited 2. Foreign: NA	(Refer Note 7.1)	(21,796)	(Refer Note 7.1)	(778)
Total	100	1,94,914		1,11,169

56. Approval of Financial statements:

Standalone financial statements were approved by the Board of Directors on 15th May, 2019.

As per our report of even date attached

For K. C. Mehta & Co.

Chartered Accountants

Vishal P. Doshi

Partner

Membership No. 101533

Place : Mumbai

Date : 15.05.2019

For and on behalf of the Board

Corinne Ruckstuhl

Director

DIN: 03531399

Place : Mumbai

Date : 15.05.2019

Rahul Divan

Director

DIN: 00001178

Bhavin Kariya

CFO

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

(Information in respect of each subsidiary to be presented with amounts in ₹)

(₹000)

Sl. 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
- Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Joint Venture / Associate	Latest audited balance sheet date	Shares of associate / joint venture held by the company on the year end			Description of how there is significant influence	Reason why associate / joint venture is not consolidated	Net worth attributable to shareholding as per latest audited balance sheet	Profit / loss for the year	
		Nos.	Amount of investment in associate / joint venture	Extend of holding %				Considered in consolidation	Not Considered in consolidation
Associate:									
Integra System Pvt Ltd	31/03/2018	100	1,000	50%	Shareholding more than 20%	Not applicable	(21,018)	NIL*	NIL

*The Company has an investment in Associates of ₹ 1000 ('000) in Integra Systems Private Limited.

The Integra Systems Private Limited has accumulated losses of ₹23,796 ('000) as per unaudited financial for the year ended 31st March 2019. The Company's share of losses of the associate exceeds the carrying value of the investment and hence, the Company has not recognised its share of losses in associate and the investment is reported at Nil value.

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

For and on behalf of Board of Directors

Corinne Ruckstuhl

Director

DIN: 03531399

Place: Mumbai

Date: 15.05.2019

Rahul Divan

Director

DIN: 00001178

Bhavin Kariya

CFO

Harneetkaur Anand

Secretary

ATTENDANCE CARD

INTEGRA ENGINEERING INDIA LIMITED

Regd. Office: P. O. Box No. 55 Chandrapura Village

Taluka Halol Panchmahals GJ 389350

Tel. No. 02676-221870

Email: secretarial@integraengineering.in

Website: www.integraengineering.in

CIN: L29199GJ1981PLC028741

I/We having Folio No. _____ DP Id _____ Client Id _____ hereby record my/our presence at the Thirty Seventh Annual General Meeting of the Company held at registered office of the Company at Post Box No. 55, Chandrapura Village, Taluka Halol, Panchmahals GJ 389350 on Thursday, 18th July, 2019 at 12:00 P.M.

Signature of the member/proxy/representative attending the meeting _____

Notes:

- Please handover his Attendance Card at the entrance to the place of meeting.
- Only Members and in their absence, duly appointed proxies will be allowed for the meeting. Please avoid bringing non-members/children to the meeting.

Form No. MGT-11**PROXY FORM****INTEGRA ENGINEERING INDIA LIMITED**

Regd. Office: P. O. Box No. 55 Chandrapura Village

Taluka Halol Panchmahals GJ 389350

Tel. No. 02676-221870

Email: secretarial@integraengineering.in

Website: www.integraengineering.in

CIN: L29199GJ1981PLC028741

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

Name of Member(s) _____

Registered address _____

Email ID _____

Folio No. _____ DP Id _____ Client Id _____

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

1. Name _____

Address _____

Email ID _____

Signature _____, or failing him/ her

2. Name _____

Address _____

Email ID _____

Signature _____, or failing him/ her

3. Name _____

Address _____

Email ID _____

Signature _____, or failing him/ her

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 37th Annual General Meeting of the Company to be held on Thursday, 18th July, 2019 at 12:00 p.m. at Registered Office of the Company situated at 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.	Resolution	Options*	
		For	Against
1.	Adoption of Accounts		
2.	To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for re-appointment		

Special business:

Sr. No.	Resolution	Options*	
		For	Against
3.	Reappointment of Mr. Shalin Divatia (DIN: 00749517) as Independent Director		
4.	Reappointment of Mr. Mahendra Sanghvi (DIN: 00084162) as Independent Director		
5.	Reappointment of Mr. Rahul Divan (DIN: 00001178) as Independent Director		
6.	Reappointment of Mr. Bhargav Patel (DIN: 00318051) as Independent Director		
7.	Revision in overall borrowing powers of the Company		
8.	Creation of mortgage / charge on the assets of the Company		

Signed this _____ day of _____ 2019

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 37th 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: P. O. Box No. 55 Chandrapura Village Taluka Halol Panchmahals GJ 389350

Tel. No. 02676-221870

Email: secretarial@integraengineering.in Website: www.integraengineering.in

CIN: L29199GJ1981PLC028741

37th Annual General Meeting

Thursday, 18th July, 2019

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

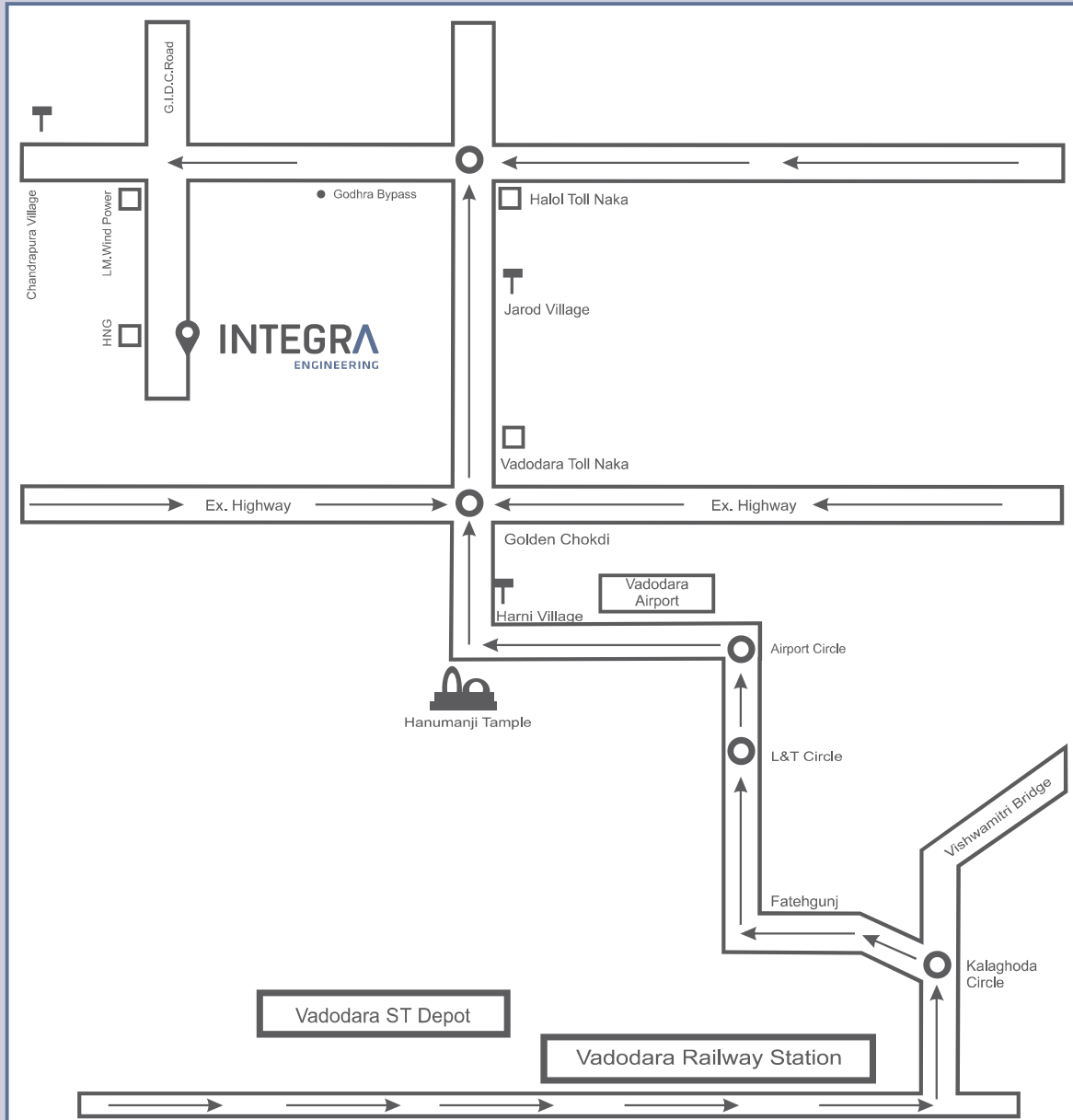
Sr. No.	Particulars	Details
1.	Name of the first Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of share	

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:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business :				
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)			
2.	To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for re-appointment (Ordinary Resolution)			
Special Business :				
3.	Reappointment of Mr. Shalin Divatia (DIN: 00749517) as Independent Director (Special Resolution)			
4.	Reappointment of Mr. Mahendra Sanghvi (DIN: 00084162) as Independent Director (Special Resolution)			
5.	Reappointment of Mr. Rahul Divan (DIN: 00001178) as Independent Director			
6.	Reappointment of Mr. Bhargav Patel (DIN: 00318051) as Independent Director (Special Resolution)			
7.	Revision in overall borrowing powers of the Company (Special Resolution)			
8.	Creation of mortgage / charge on the assets of the Company (Special Resolution)			

Note:

- For the resolutions, explanatory statement and notes, please refer to the notice of 37th Annual General Meeting.
- Please complete all details in above box before submission.



Note: Please report to the bus available in the parking area of Vadodra Railway Station by 10.15 a.m. Bus will leave from the said location at 10.30 a.m. to the venue of 37th AGM of the Company dated 18th July, 2019. In case of any confusion, please call on 90999 18484. Shareholders are requested to approach the Company for prior intimation in order to make proper arrangements.

INTEGRA Engineering India Limited

Registered Office: P.O. Box No. 55, Chandrapura Village, Tal. Halol-389 350, Dist. Panchmahals, Gujarat, India

Tel. No. +91 - 02676 - 221870, 09099918417

Website: www.integraengineering.in

CIN: L29199GJ1981PLC028741