

Auditor's Report

To
Board of Directors of
Integra Engineering India Limited

1. We have audited the annual financial results of Integra Engineering India Limited for the year ended 31st December 2012, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. Without qualifying our report, attention is invited to the following:
 - (a) Non provision for possible doubtful debts due from Joint Venture Entity of erstwhile transferor company amounting to ₹ 280.00 lacs.
 - (b) Recognition of deferred tax assets amounting to ₹ 131.71 lacs on carried forward losses and unabsorbed depreciation.
4. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results and annual financial results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and



- ii. give a true and fair view of the net loss and other financial information for the quarter ended 31st December 2012 as well as the year ended 31st December 2012.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

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



Vishal P. Doshi
Partner
Membership No. 101533



Place: Vadodara
Date: 31st January, 2013

INTEGRA Engineering India Limited

Regd. Office: Chandrapura Village, Tal. Halol-389 350, Dist. Panchmahals, Gujarat.

Audited Financial Results for the year ended December 31, 2012

(₹ in Lacs)

Sr. No.	Particulars	Quarter Ended on			Year ended on	Previous Year ended
		31.12.2012 (Audited as explained in Note 11 below)	30.09.2012 (Unaudited)	31.12.2011 (Unaudited)	31.12.2012 (Audited)	31.12.2011 (Audited)
Part - I						
	Income From Operation					
1.	(a) Net Sales / Income from Operations (Net of Excise Duty)	533.41	768.38	246.50	2,233.95	677.13
	(b) Other Operating Income	18.39	10.94	39.86	50.41	56.71
	Total Income from Operation (net)	551.80	779.32	286.36	2,284.37	733.84
2.	Expenses					
	(a) Consumption of Raw Materials	283.64	369.79	141.67	1,274.32	351.36
	(b) Change in inventories of stock in trade and work in progress	11.15	62.20	(8.24)	58.76	(34.92)
	(c) Employee benefits expenses	110.89	118.89	50.12	432.21	205.47
	(d) Depreciation	8.91	13.69	8.64	53.99	31.10
	(e) Other Expenses	210.20	130.87	106.37	599.46	273.25
	Total expenses	624.79	695.44	298.56	2,418.73	826.26
3.	Profit / (Loss) from operations before other income, finance cost and Exceptional items (1-2)	(72.99)	83.88	(12.20)	(134.36)	(92.42)
4.	Other Income	23.26	25.61	60.18	153.57	231.89
5.	Profit / (Loss) from ordinary activities before finance cost and Exceptional items (3+4)	(49.73)	109.49	47.98	19.21	139.47
6.	Finance Costs	3.76	13.05	6.99	80.09	16.17
7.	Profit / (Loss) from ordinary activities after finance costs but before Exceptional items (5-6)	(53.49)	96.44	40.99	(60.88)	123.30
8.	Less: Exceptional items (Refer Note no. 8)	169.23	-	28.17	169.23	92.20
9.	Profit (+)/Loss (-) from Ordinary Activities before Tax (7 - 8)	(222.71)	96.44	12.82	(230.11)	31.10
10.	Tax Expense					
	-Income Tax	-	-	5.44	-	5.44
	-Less: MAT Credit	-	-	(5.20)	-	(5.20)
	-Deferred tax	(95.94)	-	2.11	(110.72)	2.11
11.	Net Profit (+)/Loss (-) from Ordinary Activities after Tax (9 - 10)	(126.77)	96.44	10.47	(119.39)	28.75
12.	Extraordinary Items (Net of Tax Expenses)	-	-	-	-	-
13.	Net Profit / (Loss) for the period (11-12)	(126.77)	96.44	10.47	(119.39)	28.75
14.	Paid-up Equity Share Capital (Face Value ₹ 1 per Share for the current quarter and year to date.) (Face Value ₹ 10 per Share other than current quarter, previous quarter and year to date.)	342.45	342.45	1,939.52	342.45	1,939.52
15.	Reserves Excluding Revaluation Reserve as per Balance Sheet of Previous Accounting Year	-	-	-	875.71	(1,274.31)
16 i.	Earning Per Share (EPS) (before extraordinary Items) (Not annualized) (of ₹ 1 per Share for the current quarter and current year to date.) (of ₹ 10 per Share other than current quarter, previous quarter and year to date.) Basic and Diluted	(0.37)	0.28	0.05	(0.35)	0.15
16 ii.	Earning Per Share (EPS) (after extraordinary Items) (Not annualized) (of ₹ 1 per Share for the current quarter and current year to date.) (of ₹ 10 per Share other than current quarter, previous quarter and year to date.) Basic and Diluted	(0.37)	0.28	0.05	(0.35)	0.15
Part II						
A						
SELECT INFORMATION FOR THE QUARTER ENDED 31ST DECEMBER, 2012						
PARTICULARS OF SHAREHOLDING						
1.	Public Shareholding					
	- Number of Shares	1,55,21,855	1,55,21,855	82,45,355	1,55,21,855	82,45,355
	- Percentage of Shareholding	45	45	43	45	43
2.	Promoters and promoter group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares					
	- Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL
	- Percentage of Shares (as a % of the total share capital of the company)					



b) Non-encumbered						
- Number of Shares	1,87,23,341	1,87,23,341	1,11,49,841	1,87,23,341	1,11,49,841	
- Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100	
- Percentage of Shares (as a % of the total share capital of the company)	55	55	57	55	57	

Notes:

- 1 The Audited financial results for the Quarter and year ended 31st December, 2012 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 31st January 2013.
- 2 There were no complaints from investors outstanding at the beginning of the quarter. The Company had received 1 complaint from investors during the quarter and all the complaints were resolved during the quarter. There was no complaint pending to be resolved at the end of the quarter.
- 3 The Composite Scheme of Amalgamation of Integra India Group Company Limited with Integra Engineering India Limited and reorganization of share capital of Integra Engineering India Limited was sanctioned by the Hon'ble High Court of Gujarat, Ahmedabad and the certified true copy of the order was received on 14th May, 2012. Certified True Copies of the said Orders were filed with Registrar of Companies, Ahmedabad on 11th June, 2012 ('Effective Date).
- 4 The Amalgamation has been accounted for under the "pooling of interest" method as prescribed by Accounting Standard 14 (AS 14) "Accounting of Amalgamation". The assets and liabilities have been taken over at their book values after adjusting financial effect of retrospective change in method of depreciation from written down value method to straight line method.
- 5 Pursuant to Scheme of Arrangement in the nature of Amalgamation of Integra India Group Company Limited with Integra Engineering India Limited and Reorganisation of Share Capital of Integra Engineering India Limited, 1,93,95,196 Equity Shares of ₹ 1/- (Rupee one only) each, fully paid up by reducing the paid up and face value of ₹ 10/- (Rupees ten only) per share to ₹ 1/- per share fully paid up share to eligible shareholders of Integra Engineering India Limited whose names are registered in the Register of Members of the Transferee Company on the Record Date (16th July, 2012).
- 6 Pursuant to Scheme of Arrangement in the nature of Amalgamation of Integra India Group Company Limited with Integra Engineering India Limited and Reorganisation of Share Capital of Integra Engineering India Limited, the Company issued and allotted 1,48,50,000 Equity Shares of ₹ 1/- each of the Company, fully paid up without any further application made by the shareholders of Transferor Company whose names are registered in the Register of Members of the Transferor Company on the Record Date (16th July, 2012), in the ratio of 27 (Twenty Seven) Equity Shares of the face value of ₹ 1/- (Rupee one only) each of the Transferee Company with rights attached thereto as mentioned in this Scheme for every 2 (two) Equity shares of the face value of ₹ 10/- (Rupees ten only) each credited as fully paid-up held on the Record Date by such equity shareholders in the Transferor Company.
- 7 Pursuant to issue and allotment of Equity Shares issued by the Company to the Shareholders of Transferor Company, the fraction entitlement of shares (equivalent to 166 Shares) issued and allotted to the Corporate Trustees ("the Trustees") appointed by the Company in its Committee of Director's Meeting held on 26th July, 2012. The Trustees will sell such fractional entitlements in the market at such price or prices and at such time or times as the Trustee may in its sole discretion decide and on such sale pay to the Transferee Company the net sale proceeds thereof whereupon the Transferee Company shall, distribute such sale proceeds to the concerned shareholders of the Transferor Company in proportion to their respective fractional entitlements.
- 8 Exceptional items for the current quarter and year to date includes Provision for diminution in value of Inventories ₹ 124.47 lacs, Provisions for diminution in value of Investments of ₹ 10 lacs and debtors ₹. 34.75 lacs relating to joint venture of the Company. Exceptional items for the Quarter and year ended on December, 2011 includes VRS deferred expenditure.
- 9 The operations of the company are limited to one segment, namely Manufacturing of Machineries and Components
- 10 The results for the quarter and year ended December 31, 2012 are not comparable as previous year/periods figures pertain to transferee company only.
- 11 Figures for the last quarter are the balancing figures between audited figures in respect of the full year ended 31st December, 2012 and the published year to date figures upto the third quarter ended 30th September, 2012.
- 12 Figures for the previous period/year have been regrouped/reclassified wherever necessary.

PLACE : HALOL
DATE : January 31, 2013

FOR IDENTIFICATION



FOR INTEGRA Engineering India Limited

Shah A. Shah

DIRECTOR

INTEGRA Engineering India Limited

Statement of Assets and liabilities as on 31.12.2012

Particulars	(₹ in Lacs)	
	31.12.2012 Audited	31.12.2011 Audited
EQUITY AND LIABILITIES		
1. SHAREHOLDERS' FUNDS :		
(a) Share Capital	1,582.45	3,179.52
(b) Reserves and Surplus	875.71	(1,274.31)
Sub-total - Shareholder's funds	2,458.16	1,905.21
2. NON-CURRENT LIABILITIES :		
(a) Long-term provisions	3.89	-
Sub-total- Non-Current Liabilities	3.89	-
3. CURRENT LIABILITIES		
(a) Short-term borrowing	501.33	286.40
(b) Trade Payables	295.11	33.24
(c) Other current liabilities	74.48	50.35
(d) Short-term Provisions	22.53	-
Sub-total-Current Liabilities	893.45	369.99
TOTAL- EQUITY AND LIABILITIES	3,355.50	2,275.20
ASSETS		
1. Non Current Assets		
(a) Fixed Assets	678.41	313.37
(b) Non Current Investment	-	-
(c) Deferred Tax Assets (Net)	198.56	-
(d) Long Term Loans and Advances	4.90	404.42
(e) Other Non Current Assets	-	-
Sub-total-Non- Current Assets	881.87	717.79
2. Current Assets		
(a) Inventories	762.10	261.69
(b) Trade Receivables	821.15	104.29
(c) Cash and Bank Balances	618.70	1,009.82
(d) Short Term Loans and Advances	260.62	181.61
(e) Other Current Assets	11.06	-
Sub-total-Current Assets	2,473.63	1,557.41
TOTAL -ASSETS	3,355.50	2,275.20