

To,
The Board of Directors
Entegra Limited

We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of Entegra Limited ("the Company") for the quarter ended 30th June, 2018 ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting IndAS-34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

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

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

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



