

## **INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**

Regd. Office.: Flat no. 1311, 13th floor, Devika Tower 6 Nehru Place New Delhi South Delhi 110019

Corp. Off:610/611, Nirmal Galaxy Avior, L.B.S Road, Near Johnson & Johnson,

Mulund (West), Mumbai-400080

Contact no. 011-4100 8327 Website: [www.integratelesoftware.com](http://www.integratelesoftware.com)

Email: [info@integratelesoftware.com](mailto:info@integratelesoftware.com), CIN: L74899DL1985PLC020286

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27<sup>th</sup> October, 2021

BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Scrip Code: 536868

Subject : Outcome of Board Meeting held on Wednesday, October 27, 2021

Dear Sir / Madam,

Pursuant to provision of Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Board of Directors, at its meeting held today at the Corporate Office of the Company situated at 610/611, Nirmal Galaxy Avior, L.B.S Road, Near Johnson & Johnson, Mulund (West), Mumbai-400080 has inter alia, considered and approved the following:

1. Appointment of Ms. Nisha Uchil, Practicing Company Secretary (Membership No: A24798) as Secretarial Auditor of the Company for the financial year 2021-22.
2. Appointment of Mr. Rushabh Doshi, Practicing Company Secretary (Membership No: A24406) as Internal Auditor of the Company for the financial year 2021-22.
3. Re-appointment of M/s S. Agarwal & Co., Chartered Accountants (Firm Registration No 000808N), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of 36<sup>th</sup> AGM until the conclusion of 41<sup>st</sup> AGM subject to approval of the shareholders of the Company.
4. Appointment of Mr. Mahesh Raut (DIN: 09370217) as Additional Non- Executive Independent Director subject to approval of the shareholders of the Company.
5. Re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director based on recommendation by the Nomination and Remuneration Committee ("NRC"), and subject to approval of the shareholders of the Company with effect from 15<sup>th</sup> July, 2022 for a period of 3 years.

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6. Convening of the 36<sup>th</sup> Annual General Meeting of the Company through Video Conferencing on Tuesday, 23<sup>rd</sup> November, 2021.

The requisite disclosure under Regulation 30 of the SEBI (LODR), Regulation, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 is enclosed as Annexure I.

The Board Meeting was started at 03:30 P.M. and concluded at 04:40P.M.

Kindly take the same on your records.

For Integra Telecommunication and Software Limited



Jeet Rajen Shah  
Director & CFO  
DIN: 06948326

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## ANNEXURE I

### I) Appointment of Auditors of the Company

Event	Re-appointment of Statutory Auditor	Appointment of Secretarial Auditor	Appointment of Internal Auditor
Name of Auditor	S. Agarwal & Co.	Ms. Nisha Uchil	Ms. Rushabh Doshi
Firm Registration Number/Membership No.	000808N	A24798  CoP - 8995	A24406  CoP - 11412
Reason for Change	Re-appointment	Appointment	Appointment
Date of Appointment/ Re-appointment	Re-appointment for a period of 5 years commencing from 23/11/2021 i.e., date of Annual General Meeting until the conclusion of 41 <sup>st</sup> Annual General Meeting	27 <sup>th</sup> October, 2021	27 <sup>th</sup> October, 2021
Term of Appointment	Appointed to conduct statutory audit of the Company from FY 2021-22 till FY 2025-26	Appointed to conduct Secretarial Audit for a Financial Year 2021-22	Appointed to conduct Internal Audit for a Financial Year 2021-22
Brief profile	M/s. S Agarwal and Co. is an Audit Firm having experience of more than three decades.  They have vast experience in handling audit & assurance matters of Listed and Unlisted Companies along with tax & litigation support, Indirect tax etc.	Ms. Nisha Uchil is a Associate member of Institute of Company Secretaries of India.  She has total experience of 12 years in secretarial audit and advisory domain.	Mr. Rushabh Doshi is a Associate member of Institute of Company Secretaries of India.  He has total experience of 12 years in handling compliances of listed and unlisted entities. He has given various representation before NCLT and NCLAT.
Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable	Not Applicable

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### II) Appointment of Mr. Mahesh Mahadeo Raut (DIN: 09370217) as Additional Non-Executive Independent Director

Name of Director	Mahesh Mahadeo Raut
DIN	09370217
Reason for Change	Appointment of Additional Non-Executive Independent Director
Date of Appointment/ Re-appointment	27/10/2021
Terms of Appointment	Mr. Raut is appointed as Additional Non-Executive Independent Director with immediate effect to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting for appointment as an Independent Director to hold office for a term up to 5 (Five) consecutive years from the date of ensuing general meeting.
Brief profile	<p>Mr. Raut graduated from Mumbai University in 1988 and soon after began working for his family's construction company.</p> <p>Mr. Raut has 30 years of experience managing major construction projects, land development, and road construction, as well as expertise in the logistics division (mining industry) and providing financial services consultation.</p> <p>Mr. Raut has considerable expertise and experience in global markets, as well as a thorough grasp of commodities trading. He has been currently running a business that trades commodities such as soya beans, sesame seeds, and raw cashew nuts.</p> <p>Key abilities include managing large projects, marketing import/export of products and commodities, and entering into new areas for import/export development.</p>
Disclosure of relationships between directors (In case of appointment of a director)	Mr. Raut is not related with other director of the Company and he doesn't hold any director in any other company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	<p>Appointment of Mr. Raut is in compliance with BSE Circular.</p> <p>Further Mr. Raut is not debarred from holding office of director by virtue of any SEBI order or any other order from such authority.</p>

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### III) Re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662)

Name of Director	Ramaswamy Narayan Iyer
DIN	03045662
Reason for Change	Re-appointment of Managing Director
Date of Appointment/ Re-appointment	3 (Three) Years (From 15 <sup>th</sup> July, 2022 to 14 <sup>th</sup> July, 2025)
Terms of Appointment	<p>Mr. Ramaswamy Narayan Iyer was appointed on the Board of the Company on 15<sup>th</sup> July, 2019 and then appointed as Managing Director on 15<sup>th</sup> July, 2020 for a period of 3 years.</p> <p>Pursuant to provisions of Law, Board decided to re-appoint Mr. Iyer for further period of 3 years with effect from 15<sup>th</sup> July, 2022</p>
Brief profile (in case of Appointment)	<p>Mr. Iyer holds a degree in Commerce and a Diploma in foreign Trade and MICS, Mr. Iyer has 18 years of working experience as hard-core logistician, Key competencies lies in setting up operations and venturing into newer areas with an enviable leadership skill.</p> <p>Mr. Iyer has far and wide reach and exposure into international markets unparalleled knowledge and command over logistics (shipping) division.</p>
Disclosure of relationships between directors	Mr. Iyer is not related with other director of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	<p>Re-appointment of Mr. Iyer is compliance with BSE Circular.</p> <p>Further Mr. Iyer is not debarred from holding office of director by virtue of any SEBI order or any other order from such authority.</p>

For Integra Telecommunication and Software Limited



Jeet Rajen Shah  
Director & CFO  
DIN: 06948326



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