

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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CIN: L74899DL1985PLC020286, Ph: +91-11-40574542

Registered Office: 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070

Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **30th Annual General Meeting (AGM)** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Wednesday, 29th July, 2015 at 11.00 a.m. at 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070 to transact the following businesses:

Ordinary Business:

Item No. 1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March 2015 with the Report of the Board of Director's and Auditor's thereon.

Item No. 2- Appointment of Director

To appoint a director in place of Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) who retire by rotation and being eligible seeks herself for reappointment .

Item No. 3- Appointment of Auditor

To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution-

“**RESOLVED THAT** pursuant to the provision of section 139, 142 and other applicable provisions of the Companies Act, 2013 and Company (Audit and Auditors) Rules, 2014, M/s Sarika & Co., Chartered Accountant, (FRN No. – 015306C), be and are hereby re-appointed as the Statutory Auditor of the Company, to hold office for two years subject to ratification by shareholders at every Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

**By The Order of Board,
For Integra Telecommunication & Software Ltd.**

Sd/-

**Shiwani Sharma
Company Secretary**

Date: 19th June, 2015

Place: New Delhi

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Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DULY FILLED IN, SIGNED AND PROPERLY STAMPED, THEREAFTER SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ Proxies should fill the Attendance slip enclosed herewith for attending the meeting.
5. The Register of Directors, key Managerial Personnel including their shareholding maintained under Section 170 and Register of Contracts and Arrangement in which directors are interested, maintained under section 189 of the Companies Act, 2013 will be available at AGM.
6. Additional Information, pursuant to clause 49 of listing agreement with the stock Exchange, in respect of Mrs. Rashmee Agrawal seeking re- appointment at the AGM is as under:-
Mrs. Rashmee Agrawal, aged 55 years, is associated with Company since 1999. Mrs Rashmee has a vast experience of more than 25 years in the field of Marketing. Mrs. Rashmee Agrawal have furnished consent for her re-appointment as required under section 152 of Companies Act, 2013 and the Rules thereunder. She is holding 1742050 equity shares during the year.
7. As per the New provisions of Companies Act, 2013, facility for making nominations is now available for shareholders in respect of the shares held by them.
8. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
9. All relevant documents referred to in the notice and the statement are open for inspection at the registered office of the company on all working days except Sundays and holidays during business hours up to the date of the Annual General Meeting.
10. The register of Member and Share Transfer Book will remain closed from Tuesday, 21st July 2015 to Wednesday, 29th July 2015 (Both days inclusive).
11. Members attending the meeting are requested to bring their copy of Annual Report.
12. **The Complete notice as well as Annual report of the Company is also available on the website of the Company i.e. www.integratesoftware.com**
13. **Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.**
14. The Securities and Exchange Board of India (SEBI) has mandate the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
15. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
16. **Members holding shares in physical form are requested to furnish their email at cs@integratesoftware.com and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, Annual report etc. through e-mail. For members, who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduction by MCA and make it success.**
17. Pursuant to the Stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and the relevant Rules, the Company has entered into an arrangement with Central Depository Services limited (CDSL) to facilitate the Member to exercise their right to vote at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The details process for participating in e-voting is given on a separate Annexure .

By The Order of Board,
For Integra Telecommunication & Software Ltd.

Sd/-

Shiwani Sharma
Company Secretary

Date: 19th June, 2015
Place: New Delhi

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Annexure to Notice

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHT BY ELECTRONIC MEANS

1. In term of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Clause 35B of the listing agreement with the Stock Exchanges, the Company is providing to its members the alternative facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) meeting by electronic means on any or all of the business specified in the accompanying notice.
The Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-VOTING is optional and member shall have an option to vote either through e-voting or in person at the forthcoming AGM.
2. The Company has fixed Wednesday, 22nd July 2015 as the cut -off date for determining voting rights of the shareholders entitled to participate in the e-voting process.
3. Any person, who acquires shares of the company and becomes a shareholder of the Company after dispatch of Notice and holds shares as of the cut-off date i.e. July 22, 2015 may obtain login ID and password by sending a request at evoting@cDSLindia.com . However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
4. A member may participate in the AGM even after exercise his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
5. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
6. The e-voting period begins on Sunday, 26th July 2015 from 9.00 A.M. and ends on Tuesday, 28th July 2015 till 5.00 P.M. During this period, shareholder's of the company (holding shares either in physical form or in dematerialized form) as on the cut-off/entitlement date 22nd July, 2015 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
7. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
8. The Instructions for members for voting electronically are as under:-
 - a. Log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" Tab.
 - c. Now, Select the "Integra Telecommunication & Software Ltd" from the drop down menu and click on "SUBMIT"
 - d. Now, Enter your User ID as show below:-

Member holding shares in demat form with CDSL	16 digits beneficiary ID
Member holding shares in demat form with NSDL	8 character DP ID followed by 8 digits Client ID
Member holding shares in Physical Form	Folio No. registered with the Company

- e. Next, Enter the image verification code as displayed and click on "Login"
- f. Next, Enter the Password :-
 - (i) Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through www.evotingindia.com in respect of their holding in any other company shall use their existing password.
 - (ii) Password entry for Member who are holding shares in demat form and are exercising e-voting for the first time and for Member holding shares in Physical form shall be as below :

PAN	Enter your 10 digit PAN (issued by the Income Tax Department), if the same has been registered with the DP or with the Company. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Date of Birth	Enter your Date of Birth in dd/mm/yyyy format for the said demat account or folio
Dividend Bank Details	Enter the Bank details as registered with the DP /Company. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depositories or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

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- g. After entering these details appropriately, Click on Submit tab for further processing.
If the password entered is incorrect, system will not allow to login and you have to repeat the above process until the proper password is entered.
- h. Thereafter, Member holding shares in physical form will be directed to the "Company Selection" menu.
Member holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time, will be required mandatorily to create their own password to proceed with e-voting process. After completion of the new password creation, they will be directed to the Company Selection Menu.
For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- i. Click on the EVSN for Integra telecommunication & Software Limited and you will be directed of the resolutions.
- j. The Description of the resolutions as set out in the Notice of the Meeting and the voting options "YES/No" will be displayed for each of the resolutions on the Screen for voting.
- k. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
- l. Select the option "YES" or "NO" for each of the Item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. After Selection click on SUBMIT and a confirmation box will not be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
- n. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the changed password then they should enter the User ID and the Captcha code and click on "Forgot Password" to enter the details as prompted by the system.
- q. Institutional Shareholder (i.e. other than Individual, HUF, NRI etc.) are required to log on to <https://www.evoting.co.in> and register themselves as corporate .
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdsl.com
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
9. For any queries or issues regarding e-voting, please refer to 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
10. M/s. Sarika & Company, A Practicing Chartered Accountants, C.P. Membership No. 405313 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusions of the e-voting period, unblock the votes in the presence of at least two (2) 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 Chairman of the Company.
12. The Result of E-voting shall be declared on or after the 30th Annual General Meeting (AGM) of the Company. The results of E-voting alongwith the Scrutinizer's Report shall be placed on the website of the Company (www.integratelesoftware.com) and also on the website of CDSL within two (2) days of passing of the resolutions at AGM and will also be communicated to the Stock Exchange(s).
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 29, 2015.

**By The Order of Board,
For Integra Telecommunication & Software Ltd.**

Sd/-

**Shiwani Sharma
Company Secretary**

Date: 19th June, 2015

Place: New Delhi