

# Integra Telecommunication and Software Limited

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## NOTICE

**Notice** is hereby given that **36<sup>th</sup> Annual General Meeting** of members of Integra Telecommunication and Software Limited will be held **Thursday, 30<sup>th</sup> September 2021 at 3:00 P.M.** through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **ITEM NO.1:**

#### **ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021, and the Reports of the Board of Directors and Auditors thereon.

**“RESOLVED THAT** the standalone financial statements of the company for the financial year ended 31<sup>st</sup> March, 2021 and thereports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

#### **ITEM NO. 2:**

#### **APPOINTMENT OF MR. JEET RAJEN SHAH (DIN: 06948326) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Jeet Rajen Shah (DIN: 06948326) who retires by rotation and being eligible, offers herself for re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jeet Rajen Shah (DIN: 06948326) Director, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

### **SPECIAL BUSINESS**

#### **ITEM NO. 3:**

#### **REGULARISATION OF APPOINTMENT OF MR. HEMANT CHAVAN (DIN: 07724451) FROM ADDITIONAL DIRECTOR TO DIRECTOR**

To approve the regularization of appointment of Mr. Hemant Chavan from Additional Director to Director and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. Hemant Chavan (DIN: 07724451) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 30/09/2020 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company”.

**“RESOLVED FURTHER THAT** to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms be Registrar of Companies.

By Order of the Board of Directors  
For **Integra Telecommunication and Software Limited**

**Sd/-**

**Jeet Rajen Shah**  
**Director and CFO**

**DIN: 0694832**

Place: Mumbai

Date: 08/09/2021

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 36<sup>th</sup> Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below and would also be available at the website of the Company at [www.integratelesoftware.com](http://www.integratelesoftware.com).
2. The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OVAM facility for the AGM of the Company. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. A duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), pursuant to Section 113 of the Companies Act, 2013.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 3<sup>rd</sup> September, 2021. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.integratelesoftware.com](http://www.integratelesoftware.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

8. The registers and related documents shall be made available for inspection. The members who wish to inspect, may send their request through an email at [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in) up to the date of AGM.
9. Demat/ Physical shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice may write to [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in)/[rta@abhipra.com](mailto:rta@abhipra.com). The instruction for details to be given in the mail is mention under instruction for e-voting.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 23<sup>rd</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
13. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
15. Members whose names are recorded in the Register of Members or Beneficial Owners maintained as on the Cut-off date i.e. Thursday, September 23, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.  
Members whose names are recorded in the Register of Members or Beneficial Owners maintained as on the Cut-off date i.e. Thursday, September 23, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, September 23, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
17. The remote e-voting will commence on Monday, September 27, 2021 at 9.00 a.m. and will end on Wednesday, September 29, 2021 at 5.00 p.m. During this period, the members of the Company holding shares

either in physical form or in demat form as on the Cut-off date i.e. Thursday, September 23, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

18. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
19. The Company has appointed CS Rushabh Doshi, Practising Company Secretary (holding ACS No. 24406 and CP No. 11412), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, shall prepare a scrutinizer report and submit the same to the Chairman or any other Director as authorised. The result declared and scrutinizer report shall be placed on the website of the Company and the same shall also be intimated to Stock Exchange.

#### **PROCESS FOR E-VOTING:**

**The remote e-voting period begins on Monday, September 27, 2021 at 9.00 a.m. and will end on Wednesday, September 29, 2021 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:
  - a. For Members who hold shares in demat account with **NSDL**:  
8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
  - b. For Members who hold shares in demat account with **CDSL**:  
16 Digit Beneficiary ID. For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.
  - c. For Members holding shares in **Physical Form**:  
EVEN Number followed by Folio Number registered with the company. For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*
5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which

was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
  - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.doshi87@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AadharCard) by email to [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in)/[rta@abhipra.com](mailto:rta@abhipra.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) to [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in)/[rta@abhipra.com](mailto:rta@abhipra.com)

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@sjagroup.co.in](mailto:cs@sjagroup.co.in)/ [r.doshi87@gmail.com](mailto:r.doshi87@gmail.com) from Sept. 23, 2021 (9:00 a.m. IST) to Sept. 25, 2021 (5:00 p.m. IST).

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning
7. their name demat account number/folio number, email id, mobile number at cs@sjagroup.co.in. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

**Item 3:**

**Regularisation of appointment of Mr. Hemant Chavan (DIN: 07724451) from Additional Director to Director**

Board of directors of the Company in their meeting held on 30/09/2020 has appointed Mr. Chavan as Additional Director of the Company and Mr. Chavan holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Chavan as Director of the Company.

Brief profile of Mr. Hemant Chavan is given below for reference of the member is given below with other details in tabular form

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Chavan is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

**PROFILE OF DIRECTOR  
(Seeking Appointment / Re-appointment)  
As per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,  
2015 and SS-2  
Mr. Hemant Padmakar Chavan (DIN: 06948326)**

Date of Birth	22/11/1967
Age	53
Date of Appointment on Board	30/09/2020
Qualification	Mechanical Engineer
Expertise in specific functional areas	Logistics and Management
Terms and conditions of appointment	As per the terms of HR Policy
Remuneration sought to be paid	No Consideration has been paid
Remuneration last drawn	
Brief Biography	Mr. Chavan has a vast experience of more than 15 years of working in automobile industry. He also has an experience of working with various BSE And NSE listed Companies
List of other Companies in which he holds Directorship as on March 31, 2021	Nil
Chairmanship / Membership of the Committee as on March 31, 2021	Nil
No. of Meetings attended during FY 2020-21	2 (Two)
Relationship with other Director/s, Manager and Key Managerial Personnel	No relation
Number of Shares held on March 31, 2021	Nil



**Jeet Rajen Shah (DIN: 06948326)**

Date of Birth	27/11/1995
Age	25 Years
Date of Appointment on Board	30/09/2019
Qualification	MBA
Expertise in specific functional areas	Finance & Marketing
Terms and conditions of appointment	As per the terms of HR Policy
Remuneration sought to be paid	20,000/- p.m. (Apr 20 to Sep 20) & 30,000/- p.m. (Oct 20 to Mar 21)
Remuneration last drawn	As above
Brief Biography	MBA in Global Logistics & Supply Chain Management from S P Jain Institute.
List of other Companies in which he holds Directorship as on March 31, 2021	SJA Logisol India Private Limited
Chairmanship / Membership of the Committee as on March 31, 2021	Nil
No. of Meetings attended during FY 2020-21	7 (Seven)
Relationship with another Director/s, Manager and Key Managerial Personnel	NA
Number of Shares held on March 31, 2021	Nil

By Order of the Board of Directors  
For Integra Telecommunication and Software Limited

**Sd/-**  
**Jeet Rajen Shah**  
**Director and CFO**  
DIN: 0694832  
Place: Mumbai  
Date: 08/09/2021