

**SARIKA & CO.**  
**CHARTERED ACCOUNTANTS**

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**Report of Scrutinizer**  
**[Pursuant to rule section 108 of the Companies Act, 2013**  
**and rule 20(3) of the Companies (Management and Administration)**  
**Rules, 2014]**

To,

Chairman,  
of 30<sup>th</sup> Annual General Meeting of the Members of  
Integra Telecommunication and Software Limited  
held at Registered office of the Company on  
Wednesday, the 29<sup>th</sup> July 2015 at 11.00 a.m.

Dear Sir,

1] I, Sarika Prasad, a Chartered Accountant in Practice have been appointed by the Board of Directors of Integra Telecommunication and Software Limited as a Scrutinizer for the purpose Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting.

2] The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports is generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facilities, engaged by the Company.

3] Further to the above, I submit my reports as under :-



The result of Voting is as under :-

**(a) Item No. 1.**

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March 2015 with the Report of the Board of Director's and Auditor's thereon

(i)Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	65,93,353	100

(ii)Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii)Invalid votes :


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(b) Item No. 2.**

Ordinary Resolution to Re-appoint Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) as rotational director.

(i)Voted **in favour** of the resolution:

Number of members	Number of votes	% of total number
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*S. Anand*  


present and voting (in person or by proxy)	cast by them	of valid votes cast
18	65,93,353	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(c) Item No. 3.**

Ordinary Resolution for Re-appointment of M/s Sarika & Co. ,  
Chartered Accountant ,( FRN: 015306C) as Statutory Auditor and  
to fix their Remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	65,93,353	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. The Ballot papers and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping.

5. The combined result of the voted ( electronic and physical ) is annexed as Annexure -1 with this report.

5. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

For SARIKA & CO.  
Chartered Accountants ( FRN: 015306C)



*Sarika Prasad*  
Sarika Prasad  
Proprietor  
FCA

Place: New Delhi  
Date: 30/07/2015

Membership No.: 405313

## ANNEXURE -1

### Details of voting of the 30<sup>th</sup> Annual General Meeting of the Company Pursuant to Clause 35A of the Listing Agreement

Sr. No.	Description	Particulars		
A.	Date of Annual General Meeting	Wednesday, 29 <sup>th</sup> July, 2015		
B.	Book Closure	21 <sup>st</sup> July 2015 to 29 <sup>th</sup> July 2015		
C.	Total no. of shareholders on 22 <sup>nd</sup> July, 2015 i.e. cut -off date	559		
D.	No. Of shareholders present in the Meeting either in person or through proxy	16 - In the AGM 2 - In E-voting		
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and promoter Group	3 -In the AGM 2 -In E-voting	----	5
	Public	13	----	13
	Total	18	----	18
E.	<i>No. of shareholders who attended the meeting through video conferencing: No video Conferencing facility was arranged.</i>			

#### *Details of Agenda and Voting Results*

*The Mode of Voting for all the Resolutions was:*

1. *E-voting Conducted between 26<sup>th</sup> July, 2015 to 28<sup>th</sup> July, 2015*
2. *Voting by Ballot at Meeting.*



*Sarika Keser*



**Integra Telecommunication  
& Software Limited**

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New Delhi-110070, Website : [www.integratelesoftware.com](http://www.integratelesoftware.com)  
Ph.: +91-11-40574542, E-mail : [info@integratelesoftware.com](mailto:info@integratelesoftware.com)  
CIN : L74899DL1985PLC020286

To,

July 30, 2015

**The Manager,**  
**Dept. Of Corporate Services**  
BSE Ltd.  
P J Towers, 1<sup>st</sup> Floor, Dalal Street,  
Fort Mumbai-400001

**Sub: Clause 35A of the listing Agreement – Details of Voting Results of 30<sup>th</sup> Annual General Meeting**

Dear Sir,

The 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 29<sup>th</sup> July, 2015 at 11 p.m. at the registered office.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rule,2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolution set out in the Notice of AGM through electronic voting ( e-voting) services provided by CDSL during the period commencing from Sunday, 26<sup>th</sup> July 2015 from 9.00 a.m. and ended on Tuesday, 28<sup>th</sup> July 2015 till 5.00 p.m.



All the resolutions contained in the Notice of the above AGM was approved by a overwhelming majority of shareholder through e-voting and accordingly all the resolutions are declared to be passed on 29<sup>th</sup> July,2015 which is the date of AGM. In accordance with Clause 35A of the Listing Agreement, please find enclosed herewith the voting results of the 30<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> July, 2015 in the prescribed format alongwith the Scrutinizer's report for e-voting.

Kindly take the same on record.

Thanking You,

Your's Faithfully ,

For Integra Telecommunication & Software Ltd.

  
  
Rashmee Agrawal  
(Managing Director, DIN: 01663761)

Encl. As above

## Declaration of Results of E-voting and Ballot Voting

As per the provisions of the Companies Act, 2013 and also the Listing agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of Annual General Meeting. The e-voting was opened from Sunday, 26<sup>th</sup> July 2015 from 9.00 a.m. and ended on Tuesday, 28<sup>th</sup> July 2015 till 5.00 p.m.

The Board of Directors had appointed Mrs. Sarika Prasad, Practising Chartered Accountant, as Scrutinizer for 30<sup>th</sup> Annual General Meeting. The Scrutinizer have carried out the Scrutiny of all the electronic votes received up to 5.00 p.m. on 28<sup>th</sup> July, 2015 and ballot papers received till the conclusion of the meeting and submitted the report on 30<sup>th</sup> July, 2015.

The Consolidated Results as per the Scrutinizer's Report dated 30<sup>th</sup> July, 2015 is as follows:-----

Res. o. No.	Resolutions	% Votes In favour	% Votes Against	% Votes abstained
<b>ORDINARY BUSINESS</b>				
1.	Adoption of audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015	100	--	--
2.	Appointment of Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) who retires by rotation and being eligible offers herself for re-appointment.	100	--	--
3.	Appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor.	100	--	--

Based on the consolidated Report of the Scrutinizer, all Resolution as set out in the Notice of 30<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date: 30<sup>th</sup> July, 2015

For Integra Telecommunication & Software Ltd.  
  
Rashmee Agrawal  
(Managing Director, DIN: 01663761)



**RESOLUTION NO.1 – Ordinary Resolution**

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

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)= [[2]/(1)]* 100	(4)	(5)	(6)= [[4]/(2)]* 100	(7)= [[5]/(2)]* 100
Promoter and Promoter Group	6593299	6593299	100	6593299	--	100	--
Public - Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	54	0.001	54	--	100	--
Total	10560000	6593353	62.43	6593353	--	100	--

**RESOLUTION NO.2 – Ordinary Resolution**

Re-appointment of Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) who retire by rotation and eligible for reappointment

Promoter/ Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)= [[2]/(1)]* 100	(4)	(5)	(6)= [[4]/(2)]* 100	(7)= [[5]/(2)]* 100





Promoter and Promoter Group	6593299	6593299	100	6593299	--	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	54	0.001	54	--	100	--
Total	10560000	6593353	62.43	6593353	--	100	--

**RESOLUTION NO.3 – Ordinary Resolution**

To appoint M/s Sarika & Co.,Chartered Accountant,(FRN No. -- 015306C) statutory Auditor from the conclusion of this Annual General Meeting till conclusion of this Annual General Meeting and to fix their remuneration

Promoter/ Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	6593299	6593299	100	6593299	--	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	54	0.001	54	--	100	--
Total	10560000	6593353	62.43	6593353	--	100	--

You are kindly requested to receive and acknowledge the receipts.

For Integra Telecommunication & Software Ltd.

*Rashmee Agrawal*  
Rashmee Agrawal  
(Managing Director, DIN: 01663761)

