



**Integra Telecommunication
& Software Limited**

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CIN: 174899DL1985PLC020286

September 29, 2017

To,
The Manager,
Dept. Of Corporate Services
BSE Ltd.
P J Towers, 1st Floor, Dalal Street,
Fort Mumbai-400001

**Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 – Details of Voting Results of 32nd Annual General Meeting**

Dear Sir,

The 32nd Annual General Meeting (AGM) of the Company was held on Thursday, 28th September, 2017 at 10.30 a.m. at Room No-101, 145A/9, Kishan Garh, Vasant Kunj, New Delhi-110070.

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 Monday, 25th September 2017 from 19.45 p.m. and ended on Wednesday, 27th September 2017 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 28th September, 2017 which is the date of AGM. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results of the 32nd Annual General Meeting of the Company held on 28th September, 2017 in the prescribed format along with 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

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , 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 Monday, 25th September 2017 from 17.45 p.m. and ended on Wednesday, 27th September 2017 till 5.00 p.m.

The Board of Directors had appointed Mrs. Sarika Prasad, Practising Chartered Accountant, as Scrutinizer for 32nd Annual General Meeting. The Scrutinizer have carried out the Scrutiny of all the electronic votes received up to 5.00 p.m. on 27th September , 2017 and ballot papers received till the conclusion of the meeting and submitted the report on 29th September , 2017.

The Consolidated Results as per the Scrutinizer's Report dated 29th September , 2017 is as follows:-----

Res o. No.	Resolutions	% Votes In favour	% Votes Against	% Votes abstained
ORDINARY BUSINESS				
1.	Adoption of audited Financial Statements for the year ended 31 st March, 2017	100	--	--
2.	Appointment of Mrs. Rashmee Agrawal, Director, (DIN:01663761) who retires by rotation and being eligible offers herself for re-appointment.	100	--	--
3.	Ratification of 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 32nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date: 29th September , 2017

For Integra Telecommunication & Software Ltd.



Rashmee Agrawal

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 31st March 2017 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	6282213	95.28	6282213	----	100	--
Public Institutional holders	--	--	--	--	---	--	--
Public-others	3966701	1833639	46.22	1833639	----	100	--
Total	10560000	8115852	76.85	8115852	----	100	--

RESOLUTION NO.2 – Ordinary Resolution

Appointment of Mrs. Rashmee Agrawal, 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

Rashmee Agrawal



Promoter and Promoter Group	6593299	6282213	95.28	6282213	-----	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	1833639	46.22	1833639	----	100	--
Total	10560000	8115852	76.85	8115852	----	100	--

RESOLUTION NO.3 - Ordinary Resolution

To ratification of appointment M/s Sarika & Co.,Chartered Accountant,(FRN No. -- 015306C) statutory Auditor 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	6282213	95.28	6282213	-----	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	1833639	46.22	1833639	----	100	--
Total	10560000	8115852	76.85	8115852	----	100	--

You are kindly requested to receive and acknowledge the receipts.

For Integra Telecommunication & Software Ltd.

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



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 32nd Annual General Meeting of the Members of
Integra Telecommunication and Software Limited
held at Registered office of the Company on
Thursday, the 28th September 2017 at 10.30 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 32nd 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 31st March 2017 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 E-voting)	Number of votes cast by them	% of total number of valid votes cast
18	8115852	100

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

Number of members present and voting (in person or by E-voting)	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 E-voting) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Item No. 2.

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

The image shows a handwritten signature in blue ink over a circular stamp. The stamp is for 'SANKU & CO.' and is a 'CHARTERED ACCOUNTANT'. The stamp also contains the number 'M.M. 403315'.

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

Number of members present and voting (in person or by E-voting)	Number of votes cast by them	% of total number of valid votes cast
18	8115852	100

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

Number of members present and voting (in person or by E-voting)	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 E-voting) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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

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

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

Number of members present and voting (in person or by E-voting)	Number of votes cast by them	% of total number of valid votes cast
18	8115852	100



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

Number of members present and voting (in person or by E-voting)	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 E-voting) 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
Proprietor
FCA

Place: New Delhi
Date: 29/09/2017

Membership No.: 405313

ANNEXURE -1

Details of voting of the 32nd Annual General Meeting of the Company Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Sr. No.	Description	Particulars		
A.	Date of Annual General Meeting	Thursday, 28 th September, 2017		
B.	Book Closure	22 nd September 2017 to 28 th September 2017		
C.	Total no. of shareholders on 21 st September, 2017 i.e. cut-off date	591		
D.	No. of shareholders present in the Meeting either in person or through proxy	9 - In the AGM 9 - In E-voting		
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and promoter Group	1-In the AGM 3 -In E-voting	----	4
	Public A	8- In AGM-	---	8
		6- In E-Voting		6
	Total		---	18
E.	No. of shareholders who attended the meeting through video conferencing: No video Conferencing facility was arranged.			

Details of Agenda and Voting Results

The Mode of Voting for all the Resolutions was:

1. E-voting Conducted between 25th September, 2017 to 27th September, 2017
2. Voting by Ballot at Meeting.

