

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
Reg. Off: 108/9, Kishan Garh , Prem Apartment, Vasant Kunj, New Delhi-110070
Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **33rd Annual General Meeting (AGM)** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Saturday, 29th September, 2018 at 10.30 a.m. at Room No - 101, 145A/9, Kishan Garh (Behind Community Hall) 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 2018 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 Mr. Nikhil Agrawal, Director, (DIN:02763328), who retire by rotation and being eligible seeks himself for re-appointment .

Item No. 3- Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 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 is hereby re-appointed as the Statutory Audit of the company and to hold office for a period of two years from the conclusion of 33rd Annual General Meeting till the conclusion of 35th Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

Special Business:

Item No.4- Appointment of Mrs. Rajrani Aggarwal As an Independent Director

To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to provisions of section 149, 150, 152 Any other applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder read with Schedule IV to the Act and provisions of Listing Agreement, Mrs. Rajrani Aggarwal , (DIN: 05276253) aged 34 years, Who Was appointed as an Additional Director (Independent Director) of The Company on 20th May, 2018, in respect of whom the company has received a notice an writing from a member under section 160 of the Act 2013 and meets the criteria under section 149(6) of the Act , be and is hereby Appointed as an independent Director of the company to hold office for a term of Three consecutive years commencing from 20th May, 2018 (not being liable to retire by rotation).

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

**Date: 31st August , 2018
Place: New Delhi**

**Sd/-
C. L. Agrawal
Company Secretary**

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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, THERAFTER 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. Details of Mr. Nikhil Agrawal (DIN-02763328) seeking re- appointment as a director at the AGM are as under:-

Mr. Nikhil Agrawal , aged 38 years (23/07/1980), is an MBA from IMI, New Delhi and Commerce graduate from Delhi University. He is having 15 Years vast experience in Finance, Budgeting and Taxation . He has furnished consent for his re-appointment as required under section 152 of Companies Act, 2013 and the Rules there under. He is holding 311086 equity shares of the company as on 31/03/2018. He is not having any other Directorship or membership / chairmen of any committees except that he is a member of Audit Committee and a member of Nomination and remuneration committee of this company. He was not drawing any Remuneration / fee from the company and will not draw any Remuneration from the company on re-appointment also (as a Non - Executive, Non- Independent Director). He is Son of Mrs. Rashmee Agrawal , Managing Director of the Company.
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 Books will remain closed from Saturday, 22nd September 2018 to Saturday, 29th September 2018 (Both days inclusive).
11. Pursuant to the Stipulations in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 .
12. **The 33rd Annual Report along with Notice of AGM, Instructions for Remote E-Voting, attendance slip, proxy form and route map are being sent by electronic mode to all Members whose email addresses are registered with the company /depository participants unless a member has requested for hard copy of the same. For members, who have not registered their email addresses, physical copies of aforesaid documents are being sent by permitted mode.**

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13. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of Annual Report to the meeting.
14. **The Complete notice as well as Annual Report of the Company is also available on the website of the Company i.e. www.integratelesoftware.com**
15. 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.
16. 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.
17. 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.
18. Members holding shares in physical form are **requested to furnish their email ID at cs@integratelesoftware.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.. 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.
19. **Members holding shares in physical form are requested to dematerialize their holding. Attention of the members holding shares in physical form is also drawn towards the recent amendment by SEBI which stipulates that except in the case of transmission and transposition of shares, requests for effecting transfer of shares shall not be processed after 5th December, 2018 unless the securities are held in dematerialized form.**
20. In case of transfer of physical shares before 5th December , 2018, the transferor(s) and transferee (s) are requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form .
21. **As per the SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, the shareholder who are holding share in physical form and receiving their dividends by warrant/Demand Draft etc. are requested to provide the copy of PAN card duly self-attested and Original cancelled Cheque / attested bank passbook showing name of account holder to our Registrars M/s Link Intime (India) Private Limited. 44, OMMUNITY CENTRE, 2nd Fir, NARAINA INDUSTRIAL AREA, PHASE - 1, PVR NARAINA, NEW DELHI- 1100028. To enable them to update record for payment of any future dividend. The signature should be attested by your bank.**

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

Date: 31st August , 2018
Place: New Delhi

Sd/-
C.L. Agrawal
Company Secretary

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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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 Saturday, 22nd September 2018 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. 22nd September, 2018 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 person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot papers.
5. 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.
6. The facility for voting through ballot papers 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.
7. The e-voting period begins on Wednesday, 26th September 2018 from 9.00 A.M. and ends on Friday, 28th September 2018 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 September, 2018 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
8. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
9. 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 existingpassword.
 - (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).

- 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 in 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.

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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. Shareholders can also cast their vote using CDSL,s mobile app i.e. m-voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - r. 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.
10. 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 or call 18002005533.
 11. 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.
 12. 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.
 13. The Result of E-voting shall be declared on or after the 33rd Annual General Meeting (AGM) of the Company. The results of E-voting along with 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).
 14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. October 1st , 2018.

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

Sd/-
C.L. Agrawal
Company Secretary

Date: 31st August , 2018
Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mrs. Rajrani Aggarwal aged 34 Year, is a Chartered Accountant, Having experience of over 10 Year in the areas of accounts, Audit, Tax and Finance. She was Appointed as an Additional director of the company on 20th May, 2018.

It is proposed to appoint her as and independent director for a term of Three consecutive Years from 20th May, 2018 to 19th May, 2021. A notice has been received from a member as per Section 160 of the companies Act 2013 proposing Mrs. Rajrani Aggarwal as a candidate for the office of independent director (Not liable to retire by rotation).

Mrs. Rajrani Aggarwal has given the required consent and intimation in writing in form DIR-2 and DIR-8 to Act as a director and also given a declaration to the effect that she meets the criteria of independents as provided in sub- Section-6 of section 149 of the company Act 2013.

In the opinion of the board, Mrs Rajrani Aggarwal satisfies the conditioned specified under the company Act 2013 and the Rules made there under for her appointment as an independent director of the company. Her continuation on the board as an independent director will be beneficial to the company and the board recommends the resolution set out under item No -4 of this notice for approval of the members as special resolution.

Except the respective appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

Details of Mrs. Rajrani Aggarwal (DIN -05276253) is as under :

Mrs. Rajrani Aggarwal, aged 34 years (17/10/1984), is chartered Accountant, and Commerce graduate from Delhi University. She is having 10 Years vast experience in Finance, Auditing and Taxation . She has furnished consent for her appointment as required under the Companies Act, 2013 and the Rules there under. She is holding NIL equity shares of the company. She is not having any other Directorship or membership / chairperson of any committees except that she is a member of Audit Committee and a member of Nomination and remuneration committee of this company . She will not draw any Remuneration from the company on her appointment as a **Non - Executive, Independent Director**. she is having no relationship with any other Director of the Company.

ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT 2013

A) General Information:

- i] Nature of Industries is " **I T Industry** " .
- ii] The company started its business immediately after its incorporation on 27/02/1985
- iii] The company is an existing entity and have already commenced operations.

Financial performance based on given indicators-

Particulars	2017-2108 (Rs.)	2016-2117 (Rs.)
Sales & Other Income	238280.00	29390.00
Profit/ (Loss) before Depreciation	(770965)	(1308865)
Less :Depreciation & amortization	0.00	0.00
Profit/(Loss) Before Taxation	(770965)	(1308865)
Less : Taxation	0.00	---
Profit/(Loss) after Taxation	(770965)	(1308865)

- iv] Foreign Investment / collaborator - NIL

B) Other Information : The Business of the Company was badly affected due to high competition, cheaper Imports and shortage of orders .

The Company took up various stapes to over come the aforesaid situation including cost reduction. The company is further making all possible efforts to improve its business.

The Management expects improvement in business operations in future years, although certain constraints can be addressed only over a period of time.

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

Date: 31st August , 2018
Place: New Delhi

Sd/-
C.L. Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Registered Office: 108/9, Prem Apartment, Kishan Garh Vasant Kunj, New Delhi - 110070

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

ATTENDANCE SLIP

#DPID.	
#CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held at Room No -101, 145A/9, Kishan Garh , (Behind Community Hall, Vasant Kunj New Delhi-110070 on Saturday, the 29th September 2018 at 10.30 a.m.

Name of the Shareholder (in block letters)	
Name of Proxy / Authorised Representative	
attending * (in block letters)	

*Strike out whichever is not applicable

Applicable for shareholders holding shares in dematerialized form.

Signature of the attending shareholder / Proxy / Authorised Representative

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

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Registered Office: 108/9, Prem Apartment, Kishan Garh, Vasant Kunj, New Delhi - 110070

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies, Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DPID/Client ID :	

I / We _____ being a Member / Members of INTEGRA TELECOMMUNICATION AND SOFTWARE Limited holding _____ shares hereby appoint.

(1) Name : _____ Address: _____

E -Mail ID: _____ Signature : _____ or falling him;

(2) Name : _____ Address: _____

E- Mail ID: _____ Signature : _____ or falling him;

(3) Name : _____ Address: _____

E -Mail ID: _____ Signature : _____ or falling him;

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 29th September 2018 at 10.30 a.m. at Room No -101, 145A/9, Kishan Garh, (Behind Community Hall) Vasant Kunj New Delhi-110070 and at any adjournment(s) thereof in respect of the resolutions are as indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	For	Against
ORDINARY BUSINESS			
1.	Adoption of audited Financial Statements for the year ended 31 st March, 2018		
2.	Appointment of Mr. Nikhil Agrawal , Director, (DIN:02763328) who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor.		
SPECIAL BUSINESS			
4.	Special resolution for Appointment of Mrs. Rajrani Aggarwal (DIN-05276253) as an independent director for a period of Three Years w.e.f. 20 th May, 2018		

Signed this _____ day of September 2018.

Signature of Shareholder

Signature of Proxy Holder(s)

Note:

** ** It is optional to indicate your preference. If you leave the "For" or " Against" column blank against any or all resolutions, your proxy will be entitled to act in the manner as he/she may deem appropriate.

Afix
Revenue
Stamp

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting

FOR OFFICE USE ONLY

DATE OF RECEIPT

Route Map for Room No-101, 145A/9, Kishan Garh, Vasant kunj, New Delhi-110070



