

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Regd. Office.: Flat no. 1311, 13th floor, Devika Tower 6 Nehru Place New Delhi South Delhi 110019

Corp. Off:610/611, Nirmal Galaxy Avior, L.B.S Road, Near Johnson & Johnson,  
Mulund (West), Mumbai-400080

Contact no. 011-4100 8327 Website: [www.integratelesoftware.com](http://www.integratelesoftware.com)

Email: [info@integratelesoftware.com](mailto:info@integratelesoftware.com), CIN: L74899DL1985PLC020286

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29<sup>th</sup> June, 2022

BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

Scrip Code: 536868

**Subject:** Scrutinizer's Report and Voting Results for the 37<sup>th</sup> Annual General Meeting of Company held on Monday, 27<sup>th</sup> June, 2022

This is to inform you that in accordance with the applicable laws, the Company had provided the facility of remote e-voting and e-voting at the Meeting to its Members on all resolutions set out in the Notice convening the 37<sup>th</sup> Annual General Meeting of the members of the Company held on Monday, 27<sup>th</sup> June, 2022 at 03:00 PM. through Video Conferencing and Other Audio-Visual Means.

The Board of Directors of the Company had appointed Mr. Rushabh Doshi, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of the AGM have been duly passed by the Members with requisite majority. In connection with this, please find enclosed the consolidated voting results i.e., remote e-voting and e-voting at the Meeting, on the business transacted at 37<sup>th</sup> AGM, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

We request you to take above information in record.

For Integra Telecommunication and Software Limited

  


Jeet Rajen Shah  
Director & CFO  
DIN: 06948326



## CS RUSHABH DOSHI

A/114, Kalika Darshan, Bhavani Shankar Road, Dadar West, Mumbai - 400028

Contact: 9619554272 / r.doshi87@gmail.com

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To,  
The Chairman  
**Integra Telecommunication and Software Limited**

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 37<sup>th</sup> Annual General Meeting of Integra Telecommunication and Software Limited held on Monday, 27<sup>th</sup> June, 2022 at 3.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

I, Rushabh Narendra Doshi, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Integra Telecommunication and Software Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e- voting process in respect of the below mentioned resolutions proposed at the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company on Monday, 27<sup>th</sup> June, 2022 at 3.00 p.m. (IST) through VC / OAVM.

The notice dated 26<sup>th</sup> May 2022, convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Members of the Company.

The scheduled voting period for remote e-voting was from Friday, 24<sup>th</sup> June, 2022 at 9 a.m. (IST) and ended on Sunday, 26<sup>th</sup> June, 2022 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.



## **CS RUSHABH DOSHI**

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The Members of the Company holding shares as on the "cut-off" date i.e. 20<sup>th</sup> June, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on the votes cast under remote e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the AGM on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my report as under on the result of the remote e-voting in respect of the said resolutions.



# CS RUSHABH DOSHI

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## RESOLUTION 1: ORDINARY RESOLUTION

### ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31st March 2022, 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 on 31st March, 2022 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

(i) Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
74	5349	85.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	900	14.40

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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### RESOLUTION 2: ORDINARY RESOLUTION

#### APPOINTMENT OF MR. HEMANT PADMAKAR CHAVAN (DIN: 07724451) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Hemant Padmakar Chavan (DIN: 07724451) who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hemant Padmakar Chavan (DIN: 07724451) 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.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
74	5349	85.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	900	14.40

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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### RESOLUTION 3: SPECIAL RESOLUTION

#### REGULARISATION OF MR. TEJAS ARUN MAHAJAN (DIN: 09548781) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Tejas Arun Mahajan (DIN: 09548781) who was appointed as an Additional Director of the Company by the Board on 29th March, 2022 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company for a period of five years from original date of appointment and will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
75	5749	92.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	500	8.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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### **RESOLUTION 4: ORDINARY RESOLUTION APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS ENTERED OR TO BE ENTERED WITH THE RELATED PARTIES AS PER THE REQUIRED LAWS AND REGULATIONS**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company for the related party transaction(s) as enumerated in the explanatory statement to this Notice as, entered into or to be entered from financial year 2022-23 and onwards, on such terms and conditions as may be mutually agreed upon between the parties, subject to however that aggregate defined under the Act, Listing Regulations and such other applicable laws of the transaction/transactions to be entered individually or taken together with the previous transactions during a financial year shall not exceed a sum of Rs. 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only) over and above the limit (i) as prescribed under Section 188 of the Companies Act, 2013 and (ii) 10% of the Annual Consolidated turnover of the Company, as per the latest Audited Financial Statement of the Company (“material related party transaction”) as prescribed under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**RESOLVED FURTHER THAT** the members of the Company do hereby confirm, ratify and approve all existing transactions entered into or to be entered as stated in the annexure, if any.”

**RESOLVED FURTHER THAT** the Board of Directors and/or Committees of the Company, be and is hereby authorised to determine the actual sums to be involved in the particular transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to finalize and execute all agreements, deeds, documents and writings as required for particular transactions and to do all acts, deeds and things in this connection and incidental thereto as the Board of Directors in its absolute discretion may deem fit.”

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
74	5349	85.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	900	14.40



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Contact: 9619554272 / r.doshi87@gmail.com

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(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Rushabh  
Narendra  
Doshi

Digitally signed  
by Rushabh  
Narendra Doshi  
Date: 2022.06.29  
13:04:50 +05'30'

**CS RUSHABH DOSHI**

**Practising Company Secretaries**

**UDIN: A024406D000540438**

**Date: 28/06/2022**

**Place: Mumbai**



**RESOLUTION 1: ORDINARY RESOLUTION****ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31st March, 2022 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 31st March, 2022 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

Type of Resolution required: Ordinary

Whether promoter/promoter group are interest in agenda/resolution: No

Resolution No. 1

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3.	Public – others	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40
		Poll	-	-	-	-	-	-	-
		Total	10560000	6249	0.6	5349	900	85.60	14.40
	Total	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40
		Poll	-	-	-	-	-	-	-

		Total		6249	0.6	5349	900	85.60	14.40
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## RESOLUTION 2: ORDINARY RESOLUTION

### APPOINTMENT OF MR. HEMANT PADMAKAR CHAVAN (DIN: 07724451) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Hemant Padmakar Chavan (DIN: 07724451) who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hemant Padmakar Chavan (DIN: 07724451) 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.

Type of Resolution required: Ordinary

Whether promoter/promoter group are interest in agenda/resolution: No

Resolution No. 2

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1	Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
2	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Total	-	-	-	-	-	-	-
3	Public –	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40

.	others	g							
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5349	900	85.60	14.40
	Total	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5349	900	85.60	14.40

### **RESOLUTION 3: SPECIAL RESOLUTION**

#### **REGULARISATION OF MR. TEJAS ARUN MAHAJAN (DIN: 09548781) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR**

“**RESOLVED THAT** pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Tejas Arun Mahajan (DIN: 09548781) who was appointed as an Additional Director of the Company by the Board on 29th March, 2022 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company for a period of five years from original date of appointment and will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

Type of Resolution required: Ordinary

Whether promoter/promoter group are interest in agenda/resolution: No

Resolution No. 3

	Promoter / Public	Mode of Voting	Total No. of Shares held	No. of shares polled	% of shares polled on outstanding shares	No. of votes – In Favour	No. of votes – In against	% of votes – In Favour	% of votes – In against
1.	Promoter	E-	-	-	-	-	-	-	-

	and Promoter Group	Voting							
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	10560000	6249	0.6	5749	500	92.00	8.00
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5749	500	92.00	8.00
	Total	E-Voting	10560000	6249	0.6	5749	500	92.00	8.00
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5749	500	92.00	8.00



					shares	Favour	against	Favour	against
1.	Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
2.	Public – Institutional Holders	E-Voting	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-
		Total		-	-	-	-	-	-
3.	Public – others	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5349	900	85.60	14.40
Total	Total	E-Voting	10560000	6249	0.6	5349	900	85.60	14.40
		Poll		-	-	-	-	-	-
		Total		6249	0.6	5349	900	85.60	14.40