

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Registered Office: 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **29th Annual General Meeting** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Tuesday, 30th September, 2014 at 11.00 a.m. at Registered office of the Company to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March 2014 with the Report of the Board of Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Nikhil Agarwal, Director, (DIN:02763328) who retire by rotation and being eligible offers himself for reappointment .
3. To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution:-
"RESOLVED THAT pursuant to the provision of section 139 of the Companies Act, 2013 and Company (Audit and Auditors) Rules, 2014, M/s Sarika & Co., Chartered Accountant, (FRN No. -- 015306C), be and are hereby re- appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

Special Business:

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to provisions of section 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013, relevant rules made thereunder and provisions of Listing Agreement, the appointment of Mr. Ashok Kumar Juneja, (DIN: 01289206) as an Independent Director of the Company (non rotational) for a period of 3 years from 3rd September, 2014 be & is hereby approved.
5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to provisions of section 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013, relevant rules made thereunder and provisions of Listing Agreement, the appointment of Mr. Biswanath Patnaik, (DIN: 05314359) as an Independent Director of the Company (non rotational) for a period of 3 years from 3rd September, 2014 be & is hereby approved.
6. To consider and if thought fit to pass with or without modification the following resolution as an Special Resolution:-
"RESOLVED THAT pursuant to the provisions of section 196,197, 203, Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, approval of the members of the Company be and is hereby accorded to the appointment of Mrs. Rashmee Agarwal, Director, (DIN: 01663761) as Managing Director of the Company on following terms and conditions:
A] Period Of Appointment : For 3 Years (upto 03/09/2017)
B] Nature of Appointment : Non Contractual
C] Remuneration : Nil

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

Sd/-

Sonia Goyal
Company Secretary

Date: 3rd September, 2014

Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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 INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. **Annual Reports & Accounts for the year 2013-14 are being posted separately as per Companies Act, 2013.**
3. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote at the Meeting.
4. Members/ Proxies should fill the Attendance slip for attending the meeting.
5. 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.
6. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business transacted at the meeting is annexed hereto.
8. All relevant documents referred to in the notice are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 2:00 p.m. except Sundays and holidays up to the date of the Annual General Meeting.
9. The register of Member and Share Transfer Book will remain closed from 22nd September 2014 to 30th September 2014 (Both days inclusive).
10. Members attending the meeting are requested to bring their copy of Annual Report.
11. **The Complete notice as well as Annual report of the Company will also be available on the website of the Company i.e. www.integratesoftware.com**
12. **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.**
13. 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.
14. 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.
15. **Members holding shares in physical form are requested to furnish their email at cs@integratesoftware.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. For members, who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by permitted mode. 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.**
16. **The details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice.**
17. **Pursuant to the Stipulations in Clause 35B of the Listing Agreement 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 details process for participating in e-voting is given on a separate Annexure .**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Clause 49 of the Listing Agreement.

Item No. 4 & 5

Mr. Ashok Kumar Juneja and Mr. Biswanath Patnaik are proposed to be appointed as Independent Directors for a term of three consecutive years i.e. upto 3rd September, 2017. As per Section 150 their appointment is to be approved by the shareholders at the forthcoming AGM and hence the same is placed for consideration and approval at the AGM. In terms of the relevant provisions of the Act, the above directors will not be liable to retirement by rotation.

Both the appointees comply with the criteria for Independent directors specified under Section 149(6) of the Act. Considering their qualification and experience, the board recommends the resolution for the consideration of the Members.

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

Item No. 6

Mrs. Rashmee Agrawal, aged 54 years, is associated with the Company since 1999. She is graduate & having vast experience of more than 25 years in the field of Marketing. Mrs. Rashmee Agrawal was originally appointed a whole time director of the company in 03/09/2001.

By Keeping in mind her experience our Board of Directors in their meeting held on 03/09/2014, appointed (subject to approval of Shareholder) Mrs. Rashmee Agrawal, Director as Managing Director (MD) of the company for a period of three years with no remuneration .The board recommends the resolution for the consideration of the members as a Special Resolution.

Except the Mrs. Rashmee Agrawal (appointee) and Mr. Nikhil Agrawal (her son), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

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

Sd/-

**Sonia Goyal
Company Secretary**

Date: 3rd September, 2014

Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Item No. 2, 4,5,6

Mr Nikhil Agrawal, aged 33 years, is a Finance graduate from Delhi University and holds a Master in Business Administration from IIM, Delhi. He is having a vast experience in varied areas of software development.

Mr. Ashok Kumar Juneja, a law graduate, is also a Fellow Member of Institute of Company Secretary of India and a post graduate in Commerce. He is also associated with Institute of Cost & Works Accountants of India and has obtained various capital market certifications. He is having an experience of more than 30 years in allied fields.

Mr. Biswanath Patnaik, is an Independent Director of the Company and holds vast experience in the areas of finance & commerce . He has held management positions in many companies and has more than 1- years of experience in Marketing & management.

Mrs. Rashmee Agrawal, aged 54 years, is associated with the Company since 1999. Mrs. Rashmee has a vast experience of more than 25 years in the field of Marketing.

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 Clause 35B of the listing agreement with the Stock Exchanges, 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 Friday, 29th August 2014 as the cut -off date for determining voting rights of the shareholders entitled to participate in the e-voting process.
3. The e-voting period begins on Wednesday, 24th September 2014 from 9.30 A.M. and ends on Friday, 26th September 2014 till 5.30 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 29th August, 2014 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
4. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
5. 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 existing password.
 - (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 :

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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. For Members who have not updated their PAN with the company/Depository Participants, are requested to use:----- (i) The demat shareholder to enter in the PAN field the first 2 letters of their name and the 8 digit of demat account (for CDSL , last 8 digits of beneficiary ID and for NSDL 8 digits of client ID. (ii)For physical shareholders ,to enter first 2 letters of their name(in capital letters) and their folio number in PAN field .If the folio number is less than 8 characters, enter the applicable number of zeros before the folio number
Date of Birth	Enter your Date of Birth as registered with the DP / Company in DD/MM/YYYY format.
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 NUMBER OF SHARES held on cut off date in Dividend Bank details field in order to login.

- 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 is 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.
- 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 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. 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.
6. 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
7. Mrs. Sarika Prasad, Practicing Chartered Accountant, C.P. Membership No. 405313 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

9. The Result of E-voting shall be declared on or after the 29th Annual General Meeting (AGM) of the Company. The results of E-voting alongwith 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).

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

Sd/-

**Sonia Goyal
Company Secretary**

Date: 3rd September, 2014

Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
 Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070
 Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

ATTENDANCE SLIP

#DP ID.		FOLIO NO.	
#CLIENT ID		NO. OF SHARES	

I hereby record my presence at the 29th Annual General Meeting of the Company held at registered office of the company on Tuesday, the 30th September 2014 at 11.00 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)

PROXY FORM

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
 Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070
 Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

[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 29th ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 30th September 2014 at 11.00 a.m. at the Registered office of the company and at any adjournment(s) thereof in respect of the resolution are indicated overleaf:

** 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, 2014		
2.	Appointment of Mr. Nikhil Agarwal, 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.	Re- appointment of Mr. Ashok Kumar Juneja, Director, (DIN: 01289206) as an Independent Director for three years .		
5.	Re- appointment of Mr. Biswanath Patnaik, Director, (DIN: 05314359) as an Independent Director for three years .		
6.	Appointment of Mrs. Rashmee Agrawal, Director, (DIN: 01663761) as Managing Director for a period of three years.		

Signed this _____ day of _____ 2014

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 in the manner as he/she may deem appropriate.

Affix
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