

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Regd. Office.:123, Vinobapuri, Lajpat Nagar-II, New Delhi 110024

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

Contact no. 9967943220 Website: www.integratelesoftware.com

Email:info@ integratelesoftware.com , CIN: L74899DL1985PLC020286

Notice is hereby given that 34th Annual General Meeting of members of Integra Telecommunication and Software Limited will be held on Monday, 30th September 2019 at 03:00 P.M. at FabHotel Imperial Villa, Near Lal Sai Mandir, C-3, Site No: 13, Main Ring Road, Block O, Lajpat Nagar-III Delhi 110024 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. Appointment of Statutory Auditor to fill casual vacancy

To approve the appointment of Auditor who was appointed by the Board to fill the casual vacancy and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force)consent of the Members be and is hereby accorded for approval of appointment of M/s S. Agarwal & Co. Chartered Accountants, New Delhi, bearing registration number 000808N appointed by the Board to fill the casual vacancy , from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms be Registrar of Companies."

3. Approval for appointment of Mr. Ramaswamy Narayan Iyer(DIN: 03045662) as Managing Director

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

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"RESOLVED THAT pursuant to the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, and, as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on 15th July,2019, consent of members be and is hereby accorded to appoint Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director of the Company w.e.f 15th July 2019 for a period of 3 years from the date of his appointment, not liable to be retire by rotation on a monthly remuneration of Rs 30000/-pm , which is within the limits prescribed under the Companies Act.

4. Regularisation of appointment of Mrs. Anagha Mahesh Bhoir from Additional Director to Director, Non Executive (DIN: 06683422)

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

"RESOLVED THAT Mrs. Anagha Mahesh Bhoir holding DIN: 06683422 who was appointed as an Additional Director of the Company, by the board of directors in their meeting held on July 15, 2019 w.e.f 19th June, 2019 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Articles of Associations of the Company and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms with Registrar of Companies."

5. Regularisation of appointment of Mr. Shardul Sudhakar Ranade from Additional Independent Director to Independent Director, Non Executive (DIN: 05015608)

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

"RESOLVED THAT Mr. Shardul Sudhakar Ranade DIN: 05015608 who was appointed as an Additional Independent Director of the Company, by the board of directors in their meeting held on July 15, 2019 under Section 161(1), 149, 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Articles of Associations of the Company and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company for a period of 5 Years, not liable to be retire by rotation."

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"RESOLVED FURTHER THAT to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms be Registrar of Companies."

6. Regularisation of appointment of Mr. Jitendra Bhoir Balkrishna from Additional Independent Director to Independent Director, Non Executive (DIN: 06594423)

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

"RESOLVED THAT Mr. Jitendra Bhoir Balkrishna DIN: 06594423 who was appointed as an Additional Independent Director of the Company, by the board of directors in their meeting held on July 15, 2019 under Section 161(1), 149, 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Articles of Associations of the Company and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company for a period of 5 Years, not liable to be retire by rotation."

"RESOLVED FURTHER THAT to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms with Registrar of Companies."

7. Regularisation of appointment of Mr. Jeet Shah Rajen from Additional Director to Director,(DIN: 06948326)

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

"RESOLVED THAT Mr. Jeet Shah Rajen DIN: 06948326 who was appointed as an Additional Director of the Company, by the board of directors in their meeting held on June 19, 2019 under Section 161(1), 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Articles of Associations of the Company and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company."

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"RESOLVED FURTHER THAT to give effect to this resolution any Director be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary in this regard and to file necessary forms with Registrar of Companies."

By order of the Board

For Integra Telecommunication and Software
Limited

For Integra Telecommunication & Software Limited


Director

Place: Delhi

Date:29/08/2019

Jeet Shah Rajen

Additional Director and CFO

DIN: 06948326

Address: 501/502, Carlyle Bldg,

Raheja Gardens, L.B.S Marg,

Thane-400604

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting. Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
2. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
3. Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
4. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2019 to Sunday, 29th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) though e-voting Services provided by National Securities Depository Limited (NSDL).

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PROCESS FOR E-VOTING:

The voting period begins on 27th September, 2019 at 9.00 AM and ends on 29th September, 2019 at 5.00 PM. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 29th September, 2019, 5:00 P.M.

The instructions for remote e-voting are as under:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - [Login](#)
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Name of the company".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

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Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: evoting@nsdl.co.in

The result of voting will be announced at FabHotel Imperial Villa, Near Lal Sai Mandir, C-3, Site No: 13, Main Ring Road, Block O, Lajpat Nagar-III Delhi 110024 by the Chairperson of the AGM on Monday, 30th September, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

By order of the Board

For Integra Telecommunication and Software Limited
For Integra Telecommunication & Software Limited



Jeet Shah Rajen Director

Additional Director and CFO

DIN: 06948326

Address: 501/502, Carlyle Bldg,

Raheja Gardens, L.B.S Marg,

Thane-400604

Place: Delhi

Date:29/08/2019

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

Item 2:M/s Sarika & Co., Chartered Accountants vide their letter dated 9th July, 2019 had resigned from the position of Statutory Auditor of the Company resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of the Directors at their meeting held on 15th July, 2019 as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s S. Agarwal & Co. Chartered Accountants, New Delhi, bearing registration number 000808N to fill the casual vacancy , from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company for the financial year 2019-2020.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item 3: The Board of Directors at the meeting held on 15th July, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 196, 197, 198 read with rules of Chapter XIII (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as an Managing Director on the Board of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as an Managing Director of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Period of Appointment: from 15th July, 2019 to 14th July, 2022

Remuneration: Mr. Ramaswamy Narayan Iyer (DIN: 03045662) shall be entitled to following:

Period of Remuneration: from 15th July, 2019 to 14th July, 2022

Salary: Rs. 30,000/- pm with the authority to the Board of Directors of the Company such increments which shall be within the ceiling limit.

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Provided that the above remuneration be paid as minimum remuneration where in any financial year during his tenure as MD, the Company has made no profits, or the profits are inadequate

During the period, Mr. Ramaswamy Narayan Iyer functions as Managing Director, he

shall not be paid any sitting fees for attending meeting of Board or any Committee thereof.

Item 4: The Board of Directors at the meeting held on 15th July, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, has changed the designation of Mrs. Anagha Mahesh Bhoir (DIN: 06683422) from Executive Director to Additional Non Executive Director and appointed Mrs. Anagha Mahesh as an additional Non Executive Director of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mrs. Anagha Mahesh Bhoir (DIN: 06683422) as Non Executive Director, of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item 5:The Board of Directors at the meeting held on 15th July, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 149, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Shardul Sudhakar Ranade (DIN: 05015608) as an Additional Independent Director on the Board of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Shardul Sudhakar Ranade (DIN: 05015608) as Independent Director, of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval

Item 6: The Board of Directors at the meeting held on 15th July, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 149, 152 read with Schedule IV