

Integra Telecommunication and Software Limited

NOTICE

Notice is hereby given that **35th Annual General Meeting** of members of Integra Telecommunication and Software Limited will be held **Wednesday, 30th September 2020 at 3:00 P.M.** through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31st March, 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, 2020 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO. 2: APPOINTMENT OF MRS. ANAGHA MAHESH BHOIR AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mrs. Anagha Mahesh Bhoir (DIN: 06683422) who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Anagha Mahesh Bhoir (DIN: 06683422) Non-Executive Director, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR

To approve the appointment of Statutory Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarifications 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 as Statutory Auditor of the Company for a term of 1 (one) year, from the conclusion of this Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company to be held for the financial year 20-21 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.

ITEM NO. 4: RE-CLASSIFICATION OF INDIVIDUALS FORMING PART OF THE PROMOTER GROUP FROM 'PROMOTER CATEGORY' TO 'PUBLIC CATEGORY'

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions and subject to the approval of the shareholders and necessary approvals from SEBI Board, Stock Exchange and such other statutory authorities as may be required, the consent of the Members be and is hereby accorded to reclassify Mr. C L Agrawal and his immediate relatives (hereinafter individually or jointly referred to as the 'applicants') from the status of “Promoter Category” to “Public Category” of the Company:

Name of Individual Shareholders	No. of Shares Held	% of shareholding
C L Agrawal	9,00,000	8.52%
Rashmee Agrawal	Nil	Nil
Nikhil Agrawal	Nil	Nil
Ratika Agrawal	Nil	Nil

RESOLVED FURTHER THAT on approval of SEBI/ Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby authorized to submit application for reclassification to the Stock Exchanges wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution”.

ITEM NO. 5: TO APPROVE THE RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

“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/ratification 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 individually or taken together with the previous transactions during a financial year shall not exceed a sum of Rs. 30,00,000/- (Rupees Thirty Lacs Only) over and above the limit (i) as prescribed under Section 188 of the Act 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 the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Integra Telecommunication and Software Limited**

Jeet Rajen Shah
Director and CFO
DIN: 0694832

Place: Mumbai
Date: 07/09/2020

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 35th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below and would also be available at the website of the Company at www.integratelesoftware.com.
2. The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OVAM facility for the AGM of the Company. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM evoting@nsdl.co.in / 1800-222-990
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. A duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at cs@sjagroup.co.in and evoting@nsdl.co.in, pursuant to Section 113 of the Companies Act, 2013.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 4th September, 2020. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.integratelesoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
8. The registers and related documents shall be made available for inspection. The members who wish to inspect, may send their request through an email at cs@sjagroup.co.in up to the date of AGM.
9. Demat/ Physical shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice may write to cs@sjagroup.co.in/rta@abhipra.com. The instruction for details to be given in the mail is mention under instruction for e-voting.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.

13. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
14. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
15. Members whose names are recorded in the Register of Members or Beneficial Owners maintained as on the Cut-off date i.e. Wednesday, September 23, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
Members whose names are recorded in the Register of Members or Beneficial Owners maintained as on the Cut-off date i.e. Wednesday, September 23, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 23, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
17. The remote e-voting will commence on Sunday, September 27, 2020 at 9.00 a.m. and will end on Tuesday, September 29, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Wednesday, September 23, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
18. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
19. The Company has appointed CS Rushabh Doshi, Practising Company Secretary (holding ACS No. 24406 and CP No. 11412), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, shall prepare a scrutinizer report and submit the same to the Chairman or any other Director as authorised. The result declared and scrutinizer report shall be placed on the website of the Company and the same shall also be intimated to Stock Exchange.

PROCESS FOR E-VOTING:

The remote e-voting period begins on Sunday, September 27, 2020 at 9.00 a.m. and will end on Tuesday, September 29, 2020 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :
 - a. For Members who hold shares in demat account with **NSDL**:
8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - b. For Members who hold shares in demat account with **CDSL**:
16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
 - c. For Members holding shares in **Physical Form**:
EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.doshi87@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sjagroup.co.in/rta@abhipra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sjagroup.co.in/rta@abhipra.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@sjagroup.co.in/ r.doshi87@gmail.com from Sept. 23, 2020 (9:00 a.m. IST) to Sept. 25, 2020 (5:00 p.m. IST).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning

their name demat account number/folio number, email id, mobile number at cs@sjagroup.co.in. The same will be replied by the company suitably.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item 3: The Board of Directors of the Company on recommendation of the Audit Committee, recommended for the approval of the members, the re-appointment of M/s S. Agarwal & Co., Chartered Accountants, New Delhi, bearing registration number 000808N as Statutory Auditor for a term of one year from the conclusion of this Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company to be held for the financial year 20-21 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.

M/s S. Agarwal & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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 4: Pursuant to Share Purchase Agreement executed on 23rd January, 2019 Mrs. Rashmee Agrawal, Mr. C.L. Agrawal, Mr. Nikhil Agrawal and Ms. Ratika Agrawal (holding 65,93,299 fully paid-up equity shares of the face value of Rs. 10/- each constituting 62.44%) who were the promoters of the Company had agreed to transfer 56,93,299 fully paid-up equity shares of the face value of Rs. 10/- each constituting 53.91% of the Company to M/s Micro Logistics (India) Private Limited. Henceforth, post completion of takeover open offer process on 29th May, 2019, the abovementioned shares were transferred on 4th November, 2019.

The Company had received application for re-classification of 9,00,000 shares held by Chimman Lal Agrawal on 13th November, 2019 and from Mrs. Rashmee Agrawal, Mr. Nikhil Agrawal and Ms. Ratika Agrawal on 8th January 2020 which was approved and submitted by the Board of Directors on 14th November, 2019 and 9th January, 2020 respectively.

However, due to outbreak of COVID-19 and nationwide lockdown, approval of shareholders could not be obtained for the application of re-classification as approved by the Board of Directors within prescribed limit of six months. A fresh application for re-classification under Regulation 31A of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015 was submitted by Mr. C L Agrawal and his immediate relatives (Mrs. Rashmee Agrawal, Ms. Ratika Agrawal and Mr. Nikhil Agrawal) on 30th May, 2020 and approval of same was given by the Board of Directors on 12th June, 2020. Accordingly, required intimations were also given to the Stock Exchange.

As per the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, and as per the requirement of Stock Exchange the Company need to reclassify Mr. C L Agrawal and his immediate relatives (Mrs. Rashmee Agrawal, Ms. Ratika Agrawal and Mr. Nikhil Agrawal) from Promoter Category to Public Category:

Name of Individual Shareholders	No. of Shares Held	% of shareholding
C L Agrawal	9,00,000	8.52%
Rashmee Agrawal	Nil	Nil
Nikhil Agrawal	Nil	Nil
Ratika Agrawal	Nil	Nil

None of the applicants (i) hold more than 10% of the total voting rights in the Company (ii) exercise control over the affairs of the Company directly or indirectly (iii) have any special rights with respect of the Company (iv) be represented on the Board of Directors (v) shall act as Key Managerial Personnel in the Company (vi) are wilful defaulter as per Reserve Bank of India or a fugitive economic offender.

Post re-classification M/s Micro Logistics (India) Private Limited shall be the Promoter of the Company holding 56,93,299 Equity shares in the Company constituting 53.91% of the shares of the Company.

Further as per Rule 19A of the Securities Contract (Regulation) Rules, 1957 the Company is in compliance with minimum public shareholding of twenty-five percent.

Your Directors recommend passing of resolution as Ordinary resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is anyway concerned or interested in the aforesaid resolution.

Item 5: Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee and Board is obtained, wherever required. However, the transaction value with the Related Parties of the Company as defined under the Act, Listing Regulations and such other applicable laws below mentioned Companies in respect of financial year 2019-20 and onwards exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company.

The particulars required to be provided under Clause 3 of the Explanation to Rule 15 Sub-Rule 3 of the Companies (Meetings of Board and its Power) Rules, 2014 are given below:

Name of the Related Party	Nature of Relationship	Name Director or KMP who is related	Amount in Rs	Nature of Transactions
Remuneration to Directors and Key Managerial Personnel	Director & Key Managerial Personnel	Jeet Rajen Shah, Ramaswamy Iyer, Arpita Chowdhury	RS. 30 lacs	Remuneration to Directors and KMPs

Thus, in view of the Compliance with the with Statutory requirements as per section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members for entering into material related party transactions is being sought by way of Ordinary Resolution.

Jeet Rajen Shah, Director of the Company is interested to the extent of the directorship and shareholding and Mr. Ramaswamy Narayan Iyer to the extent of the Directorship and Mrs. Arpita Chowdhury as Key Managerial Personnel.

ADDITIONAL DETAILS ON DIRECTORS SEEKING RE-APPOINTMENT

1. ANAGHA MAHESH BHOIR (DIN: 06683422)

Date of Birth	20/10/1975
Date of Appointment	19/06/2019
Qualification & Expertise	She holds Bachelor Degree in Mathematics from a Mumbai University. She is well experienced in software design, development and business management. She Started her career as a software application developer in Microsoft Technologies. She worked as team leads in software companies such as Tech Mahindra Ltd
Details of Directorship in other companies	Fidelis Capital Market (India) Private Limited
Relationship between Directors interse	NIL
Shareholding in Integra Telecommunication and Software Limited	NIL