

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTICE

Notice is hereby given that **36th Annual General Meeting** of members of Integra Telecommunication and Software Limited will be held **Tuesday, 23rd November, 2021** 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 2021, 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, 2021 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO.2:

APPOINTMENT OF MR. JEET RAJEN SHAH (DIN: 06948326) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Jeet Rajen Shah (DIN: 06948326) 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. Jeet Rajen Shah (DIN: 06948326) 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.

SPECIAL BUSINESS

ITEM NO.3:

REGULARISATION OF APPOINTMENT OF MR. HEMANT PADMAKAR CHAVAN (DIN: 07724451) FROM ADDITIONAL DIRECTOR TO DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Hemant Padmakar Chavan (DIN: 07724451) who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors in the Board Meeting held on 30th September, 2020 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company.

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.”

ITEM NO. 4:

REGULARISATION OF APPOINTMENT OF MR. MAHESH MAHADEO RAUT (DIN: 09370217) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Mahesh Mahadeo Raut (DIN: 09370217) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors in the Board Meeting held on 27th October, 2021 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 up to 23rd November, 2021 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.”

ITEM NO. 5:

RE-APPOINTMENT OF M/S. S AGARWAL & CO., CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, M/s. S. Agarwal & Co., Chartered Accountants, having Firm Registration No. 000808N, retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 5 (Five) years till the conclusion of 41st 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 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.”

ITEM No 6:

RE-APPOINTMENT OF MR. RAMASWAMY NARAYAN IYER (DIN: 03045662) AS THE MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197 and 203 and schedule V and other applicable provision, if any, of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, and in accordance with article of association of Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director of the Company for a period of 3 (Three) years with effect from 15th July, 2022 to 14th July, 2025, who shall not be liable to retire by rotation upon such terms and conditions including remuneration, mentioned in the Explanatory Statement, with liberty to the Board of Directors or a duly constituted Committee thereof, of the Company to alter and vary the same from time to time of the Company to alter and vary the same from time to time.

RESOLVED FURTHER THAT the above Remuneration be paid as minimum remuneration to Mr. Ramaswamy Narayan Iyer, where in any financial year during his tenure as Managing Director (MD) of the Company has made no profits, or the profit are inadequate within the meaning of Schedule V and other applicable provisions of the Companies Act, 2013.

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.”

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326
Date: 27/10/2021
Place: Mumbai

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 36th 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 30 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 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 22nd October, 2021. Member may note that Notice and Annual Report 2020-21 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.
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 Tuesday, November 16, 2021 to Monday, November 22, 2021 (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., Tuesday, November 16, 2021, 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., Tuesday, November 16, 2021, 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 Saturday, November 20, 2021 at 9.00 a.m. and will end on Monday, November 22, 2021 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., Tuesday, November 16, 2021 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 Saturday, November 20, 2021 at 9.00 a.m. and will end on Monday, November 22, 2021 at 05:00 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?**

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.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

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.*

Your User ID details are given below:

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*****.

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*****.

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***.

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

➤ **How to retrieve your 'initial password'?**

- 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.'
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password: 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.
- Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- 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?**

- 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.
- 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.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- 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:

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 or rta@abhipra.com.

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: -

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- 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.
- 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.
- 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 November 16, 2021 (9:00 a.m. IST) to November 18, 2021 (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.
7. Those shareholders who have registered themselves as a speaker along with advance questions 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:

Regularisation of appointment of Mr. Hemant Chavan (DIN: 07724451) from Additional Director to Director

Board of directors of the Company in their meeting held on 30th September, 2020 has appointed Mr. Chavan as Additional Director of the Company and Mr. Chavan holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Chavan as Director of the Company.

Brief profile of Mr. Hemant Chavan is given below for reference of the member with other details in tabular form

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Chavan is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 4:

Regularisation of Appointment of Mr. Mahesh Mahadeo Raut (DIN: 09370217) from Additional Independent Director to Independent Director

The Members are informed that Mr. Mahesh Mahadeo Raut (DIN: 09370217) was appointed by the Board of Directors as an Additional Non-Executive Independent Director on the Board of Director effective from 27th October, 2021. In the opinion of the Nomination and Remuneration Committee and the Board the appointment of Mr. Raut on the Board of the Company would be beneficial to the Company considering his vast experience in Marketing and Finance. Mr. Raut fulfills the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided with this Notice.

Brief profile of Mr. Raut is given below for reference of the member with other details in tabular form.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Raut is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 5:

Re-appointment of M/s. S Agarwal & Co., Chartered Accountants, Statutory Auditors of the Company:

The Members of the Company at the 34th Annual General Meeting (AGM) had approved the appointment of M/s. S Agarwal & Co, Chartered Accountants, having Firm Registration No. 000808N, as the Statutory Auditors of the Company till the expiry of the 35th Annual General Meeting and the Members of the Company at the 35th Annual General Meeting ('AGM') had approved the appointment of M/s. S Agarwal & Co, Chartered Accountants, having Firm Registration No. 000808N, as the Auditors of the Company till the expiry of the 36th Annual General Meeting. M/s. S Agarwal & Co, Chartered Accountants will complete their present term on conclusion of this AGM.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. S Agarwal & Co, Chartered Accountants as the Auditors of the Company for a period of 5 (Five) years from the conclusion of this AGM till the conclusion of the 41st AGM 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.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution as set out in the Notice.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 6:

Re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as the Managing Director

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 27th October, 2021 re-appointed Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director with effect from 15th July, 2022 for a period of 3 (Three) years.

Subject to supervision and control of the Board of Directors of the Company, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

The principal terms and conditions of re-appointment of Mr. Ramaswamy Narayan Iyer as the Managing Director *inter alia* contain the following.

1. Period of Appointment: From 15th July, 2022 to 14th July, 2025.
2. Remuneration: Mr. Ramaswamy Narayan Iyer, Managing Director (MD) shall be entitled to the following: -
 - a) Period of Remuneration: From 15th July, 2022 to 14th July, 2025.
 - b) Salary: Rs. 30,000/- (Rupees Thirty Thousand only) per month.
3. During the period, Mr. Ramaswamy Narayan Iyer functions as Managing Director, he shall not be paid any sitting fees for attending the meeting of Board or any Committee thereof.
4. Subject to the superintendence, control and direction of the Board, Mr. Ramaswamy Narayan Iyer shall perform such duties and functions as would be commensurate with his position as MD of the Company and as may be delegated to him from time to time.
5. The Company or Mr. Ramaswamy Narayan Iyer shall be entitled to terminate this appointment by giving 3 (three) months' notices in writing or such shorter notice, as may be mutually agreed between Mr. Ramaswamy Narayan Iyer and the Company.
6. Other terms & conditions: As per HR policy of the Company (including any amendment thereto).
7. 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.

Brief profile of Mr. Ramaswamy Narayan Iyer is given below for reference of the member with other details in tabular form

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Iyer is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

Details of Director seeking appointment/Reappointment/Fixation of Remuneration in the forthcoming Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of Director	Mr. Jeet Shah	Mr. Hemant Padmakar Chavan	Mr. Ramaswamy Narayan Iyer	Mr. Mahesh Mahadeo Raut
Date of Birth	27/11/1995	22/11/1967	14/08/1972	30/06/1970
Age	25 Years	53 Years	49 Years	51 Years
Date of appointment on Board	30/09/2019	30/09/2020	15/07/2019	27/10/2021
Qualification	MBA	Mechanical Engineer	B.com and a Diploma in foreign Trade and MICS	HSC from Mumbai University, 1988
Expertise in specific functional areas	Finance & Marketing	Logistics and Management	Shipping and Logistics including Foreign Trade	Logistics, Management & Finance including specialization in import export of commodities
Terms and conditions of appointment	As per the terms of HR Policy	As per the terms of HR Policy	As per the terms of HR Policy	As per the terms of HR Policy
Remuneration sought to be paid	20,000/- p.m. (Apr 20 to Sep 20) & 30,000/- p.m. (Oct 20 to Mar 21)	No Consideration has been paid	30,000 PM	No Consideration has been paid
Remuneration last drawn	As above	Not Applicable	20,000/- p.m. (Apr 20 to Sep 20) & 30,000/- p.m. (Oct 20 to Mar 21)	Not Applicable
Brief Biography	MBA in Global Logistics & Supply Chain Management from S P Jain Institute.	Mr. Chavan has vast experience of more than 15 years of working in the automobile industry. He also has experience working with various BSE And NSE listed Companies	Mr. Iyer holds a degree in Commerce and a Diploma in Foreign Trade and MICS, Mr. Iyer has 18 years of working experience as a hard-core logistician, Key competencies lie in setting up operations and venturing into newer areas with enviable leadership skills. Mr. Iyer has far and wide reach and exposure into international markets command over logistics (shipping) division	Mr. Raut graduated from Mumbai University in 1988 and soon after began working with his father in family's construction business. Mr. Raut has 30 years of experience managing major construction projects, land development, and road construction, as well as expertise in the logistics division (mining industry) and providing financial services consultation. Mr. Raut has considerable expertise and experience in global markets, as well as a thorough grasp of commodities trading. He has been currently running a business that trades commodities such as soya beans, sesame seeds, and raw cashew nuts.

				Key abilities include managing large projects, marketing import/export of products and commodities, and entering into new areas for import/export development.
List of other companies in which he holds Directorship as on March 31, 2021	SJA Logisol India Private Limited	Nil	Opus Dei Logistics (India)Private Limited	Nil
Chairmanship / Membership of the Committee as on March 31, 2021	Nil	Nil	Nil	Nil
No. of Meetings attended during FY 2020-21	7 (Seven)	2 (Two)	7 (Seven)	Not Applicable
Relationship with another Director/s, Manager and Key Managerial Personnel	NA	No relation	No relation	No relation
Number of Shares held on March 31, 2021	Nil	Nil	Nil	Nil

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326
Date: 27/10/2021
Place: Mumbai