

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

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

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Email: info@integratelesoftware.com, CIN: L74899DL1985PLC020286

NOTICE

Notice is hereby given that **37th Annual General Meeting** of members of Integra Telecommunication and Software Limited will be held **Monday, 27th June, 2022 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 for the financial year ended on 31st March, 2022

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended on 31st March 2022, and the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the standalone financial statements of the company for the financial year ended on 31st March, 2022 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO. 2:

Appointment of Mr. Hemant Padmakar Chavan (DIN: 07724451) as a director liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hemant Padmakar Chavan (DIN: 07724451) Director, who retires by rotation at this meeting and being eligible has offered himself for re- appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

ITEM NO. 3:

Regularisation of Mr. Tejas Arun Mahajan (DIN: 09548781) from Additional Independent Director to Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special 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. Tejas Arun Mahajan (DIN: 09548781) who was appointed as an Additional Director of the Company by the Board on 29th March, 2022 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company for a period of five years from original date of appointment and will not be liable to retire by rotation.

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

ITEM NO. 4:

Approval of material related party transactions entered or to be entered with the related parties as per the required laws and regulations

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

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

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

By order of the Board

For Integra Telecommunication and Software Limited



A handwritten signature in blue ink, appearing to read 'Jeet Rajen Shah'.

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Date: 26/05/2022
Place: Mumbai

Explanatory Statement
(Pursuant to Section 102 of Company Act, 2013)

ITEM 3:

Regularisation of Mr. Tejas Arun Mahajan (DIN: 09548781) from Additional Independent Director to Independent Director

The Members are informed that Mr. Tejas Arun Mahajan (DIN: 09548781) was appointed by the Board of Directors as an Additional Non-Executive Independent Director on the Board of Director effective from 29th March, 2022. In the opinion of the Nomination and Remuneration Committee and the Board the appointment of Mr. Tejas Mahajan will provide his insight on the Board of the Company and it would be beneficial to the Company considering his vast experience in business promotion and compliance management along with technological expertise. Mr. Mahajan 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. Arun Mahajan 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. Mahajan 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 a **Special Resolution**.

Item IV

Approval of material related party transactions entered or to be entered with the related parties

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(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower."

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 2021-22 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 Related Party	Nature of Relationship	Amount (In Rs)	Nature of transaction	Purpose of fund utilization
Micro Logistics India Private Limited	Promoter	75,00,000	Availing loans & advances	To fulfill working capital requirements
Jeet Rajen Shah*	Director	10,00,000	Availing loans & advances	To fulfill working capital requirements
Ramaswamy Narayan Iyer*	Director	10,00,000	Availing loans & advances	To fulfill working capital requirements

*Mr. Ramaswamy Narayan Iyer and Mr. Jeet Rajen Shah, Directors of the Company are interested to the extent of the directorship

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.

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

None of the other 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.

Details of Director seeking appointment/Re-appointment 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. Hemant Padmakar Chavan	Mr. Tejas Arun Mahajan
Brief Biography	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. Tejas Arun Mahajan is a Bachelor of Science (Radiology Imaging) from Kanpur University and has long and rich experience of over 8 years in his field. He has vast experience of understanding the market and consumers, business promotion. He possesses leadership experience in handling management and has technological expertise. Mr. Mahajan helped various hospitals and private clinic to setup SOP's and guidelines and improved their compliance management system for betterment of business customers and provided insight on various Promotions activities. His area of expertise includes in-dept knowledge on radiology imaging technology, business promotion and compliance management.
Date of Birth	22/11/1967	27/04/1985
Age	54 Years	37 Years
Date of appointment on Board	30/09/2020	29/03/2022
Qualification	Mechanical Engineer	Bachelor of Science Radiology Imaging Technology
Expertise in specific functional areas	Logistics, and Management	Radiology Technology, Business Promotion, Compliance Management
Experience	More than 15 years of experience in automobile sector	More than 8 years of experience in Radiology Technology & business management.
Terms and conditions of appointment	As per the terms of HR Policy	As per the terms of HR Policy
Remuneration sought to be paid	No Consideration has been paid	No Consideration has been paid
Remuneration last drawn	Not Applicable	Not Applicable
List of other companies in which he holds Directorship as on March 31, 2022	None	None

List of Companies from which resigned in last 3 years	None	None
Chairmanship / Membership of the Committee as on March 31, 2022	Member of Audit Committee	Chairman of Audit Committee & Stakeholder Relationship Committee Member of Nomination & Remuneration Committee
No. of Meetings attended during FY 2021-22	All meetings	Not associated with the Company on meeting dates.
Relationship with another Director/s, Manager and Key Managerial Personnel	No relation	No relation
Number of Shares held on March 31, 2022	Nil	2 (Two)
Justification for Appointment	Not applicable	<p>As per skills and capabilities identified by the board, to compete in this environment. Company needs a guidance of qualified professional who can help company to gain advantage of available technology and help in creating various procedures and SOP's along with improve companies' governance and compliance system.</p> <p>As Mr. Mahajan have more than 8 years of experience in business promotion & compliance management along with his keen interest on latest technological developments. He is a suitable candidate to be appointment as independent director and Company want to capitalize his interest and expertise in developing its business and internal systems.</p> <p>Further Mr. Mahajan meet skills/capabilities required for the role as mentioned in corporate governance section of 37th Annual Report as annexed to this notice.</p>

By order of the Board

For Integra Telecommunication and Software Limited



Jeet Rajen Shah

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Date: 26/05/2022

Place: Mumbai