



**Integra Telecommunication  
& Software Limited**

Regd. Off.: 2283, Sector-D, Pocket-2, Vasant Kunj  
New Delhi-110070, Website : [www.integratesoftware.com](http://www.integratesoftware.com)  
Ph.: +91-11-40574542, E-mail : [info@integratesoftware.com](mailto:info@integratesoftware.com)  
CIN : L74899DL1985PLC020286

To,

July 11, 2016

**The Manager,**  
**Dept. Of Corporate Services**  
BSE Ltd.  
P J Towers, 1<sup>st</sup> Floor, Dalal Street,  
Fort Mumbai-400001

**Sub: Regulation 44 of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results of 31<sup>st</sup> Annual General Meeting**

Dear Sir,

The 31<sup>st</sup> Annual General Meeting (AGM) of the Company was held on Saturday, 9<sup>th</sup> July, 2016 at 9.30 a.m. at Community Hall, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rule, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolution set out in the Notice of AGM through electronic voting ( e-voting) services provided by CDSL during the period commencing from Wednesday, 6<sup>th</sup> July 2016 from 9.00 a.m. and ended on Friday, 8<sup>th</sup> July 2016 till 5.00 p.m.


All the resolutions contained in the Notice of the above AGM was approved by a overwhelming majority of shareholder through e-voting and accordingly all the resolutions are declared to be passed on 9<sup>th</sup> July,2016 which is the date of AGM. In accordance with Regulation 44 of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results of the 31<sup>st</sup> Annual General Meeting of the Company held on 9<sup>th</sup> July, 2016 in the prescribed format alongwith the Scrutinizer's report for e-voting.

Kindly take the same on record.

Thanking You,

Your's Faithfully ,

For Integra Telecommunication & Software Ltd.

  
Rashmee Agrawal  
(Managing Director, DIN: 01663761)



Encl. As above

## Declaration of Results of E-voting and Ballot Voting

As per the provisions of the Companies Act, 2013 and also the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 , the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of Annual General Meeting, The e-voting was opened from Wednesday, 6<sup>th</sup> July 2016 from 9.00 a.m. and ended on Friday, 8<sup>th</sup> July 2016 till 5.00 p.m.

The Board of Directors had appointed Mrs. Sarika Prasad, Practising Chartered Accountant, as Scrutinizer for 31<sup>st</sup> Annual General Meeting. The Scrutinizer have carried out the Scrutiny of all the electronic votes received up to 5.00 p.m. on 8<sup>th</sup> July, 2016 and ballot papers received till the conclusion of the meeting and submitted the report on 11<sup>th</sup> July, 2016.

The Consolidated Results as per the Scrutinizer's Report dated 11<sup>th</sup> July, 2016 is as follows:-----

Res o. No.	Resolutions	% Votes In favour	% Votes Against	% Votes abstained
<b>ORDINARY BUSINESS</b>				
1.	Adoption of audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016	100	--	--
2.	Appointment of Mr. Nikhil Agarwal, Director, (DIN:02763328) who retires by rotation and being eligible offers himself for re-appointment.	100	--	--
3.	Ratification of appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor .	100	--	--

Based on the consolidated Report of the Scrutinizer, all Resolution as set out in the Notice of 31<sup>st</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date: 11<sup>th</sup> July, 2016

For Integra Telecommunication & Software Ltd.

  
Rashmee Agrawal  
(Managing Director, DIN: 01663761)

## RESOLUTION NO.1 – Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March 2016 with the Report of the Board of Director's and Auditor's thereon.

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	6593299	4014808	60.89	4014808	--	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	59	0.001	59	--	100	--
Total	10560000	4014867	38.02	4014867	--	100	--

## RESOLUTION NO.2 – Ordinary Resolution

Appointment of Mr. Nikhil Agarwal, Director, (DIN:02763328), who retire by rotation and eligible for reappointment

Promoter/ Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)=	(4)	(5)	(6)=	(7)=



			$[(2)/(1)]^*$ 100			$[(4)/(2)]^*$ 100	$[(5)/(2)]^*$ 100
Promoter and Promoter Group	6593299	6282213	95.28	6282213	--	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	59	0.001	59	--	100	--
Total	10560000	6282272	59.49	6282272	--	100	--

### RESOLUTION NO.3 - Ordinary Resolution

To ratification of appointment M/s Sarika & Co.,Chartered Accountant,(FRN No. -- 015306C) statutory Auditor and to fix their remuneration

Promoter/ Public	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
	(1)	(2)	(3)= $[(2)/(1)]^*$ 100	(4)	(5)	(6)= $[(4)/(2)]^*$ 100	(7)= $[(5)/(2)]^*$ 100
Promoter and Promoter Group	6593299	4014808	60.89	4014808	--	100	--
Public Institutional holders	--	--	--	--	--	--	--
Public-others	3966701	59	0.001	59	--	100	--
Total	10560000	4014867	38.02	4014867	--	100	--

You are kindly requested to receive and acknowledge the receipts.

For Integra Telecommunication & Software Ltd.

*Rashmee Agrawal*

Rashmee Agrawal  
(Managing Director, DIN: 01663761)



**Report of Scrutinizer**  
*[Pursuant to rule section 108 of the Companies Act, 2013  
and rule 20(3) of the Companies (Management and Administration)  
Rules, 2014]*

To,

Chairman,  
of 31<sup>st</sup> Annual General Meeting of the Members of  
Integra Telecommunication and Software Limited  
held at Registered office of the Company on  
Saturday, the 9<sup>th</sup> July 2016 at 9.30 a.m.

Dear Sir,

1] I, Sarika Prasad, a Chartered Accountant in Practice have been appointed by the Board of Directors of Integra Telecommunication and Software Limited as a Scrutinizer for the purpose Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 31<sup>st</sup> Annual General Meeting.

2] The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports is generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facilities, engaged by the Company.

3] Further to the above, I submit my reports as under :-


The result of Voting is as under :-

**(a) Item No. 1.**

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March 2016 with the Report of the Board of Director's and Auditor's thereon

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	4014867	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

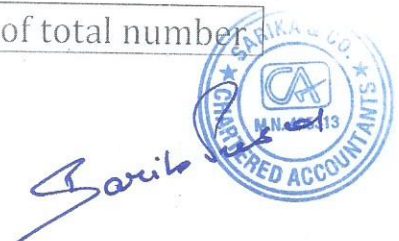
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(b) Item No. 2.**

Ordinary Resolution to Re-appoint of Mr. Nikhil Agarwal, Director, (DIN:02763328) as rotational director.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes	% of total number
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present and voting (in person or by proxy)	cast by them	of valid votes cast
20	3703781	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(c) Item No. 3.**

Ordinary Resolution for ratification of M/s Sarika & Co. , Chartered Accountant ,( FRN: 015306C) as Statutory Auditors and to fix their Remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	4014867	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. The Ballot papers and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping.

5. The combined result of the voted (electronic and physical ) is annexed as Annexure -1 with this report.

5. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

For SARIKA & CO.  
Chartered Accountants ( FRN: 015306C)

  
Sarika Prasad

Proprietor

FCA

Membership No.: 405313

Place: New Delhi

Date: 11/07/2016



## ANNEXURE -1

### Details of voting of the 31<sup>st</sup> Annual General Meeting of the Company Pursuant to Regulation 44 of the SEBI ( Listing Obligations and Disclosure Requirements) Regulation, 2015

Sr. No.	Description	Particulars		
A.	Date of Annual General Meeting	Saturday, 9 <sup>th</sup> July, 2016		
B.	Book Closure	1 <sup>st</sup> July 2016 to 9 <sup>th</sup> July 2016		
C.	Total no. of shareholders on 2 <sup>nd</sup> July, 2016 i.e. cut -off date	599		
D.	No. of shareholders present in the Meeting either in person or through proxy	19 - In the AGM 02 - In E-voting		
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and promoter Group	2 - In the AGM 2 - In E-voting	----	4
	Public	17		17
	Total	21		21
E.	No. of shareholders who attended the meeting through video conferencing: No video Conferencing facility was arranged.			

#### *Details of Agenda and Voting Results*

*The Mode of Voting for all the Resolutions was:*

1. E-voting Conducted between 6<sup>th</sup> July, 2016 to 8<sup>th</sup> July, 2016
2. Voting by Ballot at Meeting.

