

# Integra GARMENTS AND TEXTILES LIMITED

**CIN:L18109MH2007PLC172888**

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Nagpur, Maharashtra - 440010, INDIA  
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Website : www.integragarments.com

December 22, 2021

Listing Compliance Department  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400051

**NSE Symbol: INTEGRA**

Dear Sir/ Madam,

**Sub: Outcome of Board Meeting**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations'), as amended from time to time, we hereby inform you that the Board of Directors of the Company at its duly convened meeting held today i.e. December 22, 2021, subject to approval of members and other regulatory authorities, as may be necessary, *inter-alia* considered and approved the following:

- 1.) in addition to the existing line of businesses, the new business activities including but not limited to dealing in life necessities, essentials goods, items of basic human needs, agriculture products and allied items among others, more particularly described in **Annexure I**;
- 2.) the alteration in the object clause of Memorandum of Association, to align it with the abovesaid business activities by way of substituting the existing sub clause (1) to (4) with the new sub clauses and inserting a new sub clause at No. (5) in Clause III (A) of the Memorandum of Association of the Company; necessary details of the proposed alteration are provided in **Annexure II**;
- 3.) change the name of the Company, to reflect the new line of business being ventured into by the Company more appropriately, from "**Integra Garments and Textiles Limited**" to "**Integra Essentia Limited**" and consequent alteration in Name Clause of Memorandum and Articles of Association of the Company;
- 4.) the subdivision of the nominal value of Equity shares of the Company from Rs. 3 (Rupees Three) to Re. 1 (Rupee One) per share. The record date for the purpose of proposed subdivision shall be decided after obtaining members approval and shall be intimated in due course; Details required as per SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 are annexed as **Annexure III**.
- 5.) to increase Authorised Share Capital of the Company from existing Rs. 12,05,00,000 (Rupees Twelve Crores and Five Lakh only) to Rs. 41,00,00,000 (Rupees Forty One Crores only) by creation of new

Listing Compliance Department  
**BSE Limited**  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
**Scrip Code: 535958**

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equity shares and consequent alteration in the Capital Clause of the Memorandum of Association of the Company as follows:

**\* Proposed Clause V (Capital Clause)**

\* for increase in Authorised Capital and simultaneously to reflect the sub-division of equity shares

**The Authorized Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty-One Crores only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.**

- 6.) the adoption new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013 and after taking into account alteration in name and object clause of the Memorandum of Association of the Company, subdivision of equity share and increase in authorized share capital of the Company;
- 7.) the adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013 and rules made thereunder;
- 8.) raising of funds by issuance and allotment of equity shares for an aggregate amount of up to Rs. 100 Crore (Rupees One Hundred Crore), by way of a Preferential Allotment, QIP's, ADR, GDR, FCCB or any other method or combination thereof including Right Issue of up to Rs. 50 Crore (Rs. Fifty Crores Only) in one or more tranches, on such terms (to be decided by the Board or a duly constituted committee of the Board at a later date) as are in accordance with applicable law, including Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable regulations, guidelines etc. as amended up to date; and
- 9.) to seek members approval for abovesaid items by way of passing necessary resolutions through Postal Ballot process being initiated separately.

The meeting of board of directors commenced at 2.00PM and concluded at 3.15PM

You are requested to take the information on record.

Thanking you,

Yours Faithfully,

for **Integra Garments and Textiles Limited**

**Prince Chugh**  
**Company Secretary**

Encl: a/a

**The Business Activities proposed along-with the existing**

1. To carry on the business of manufacturers, processor, producer, traders, dealers, distributor, stockiest, agents, exporters and importers of clothing and wearing apparel, garments and dresses of every kind, nature and description, sportswear, home textiles products, and their raw-materials including cotton, kapas, cotton waste, staple waste, silk, polyester or man-made fibers, fibrous material, filaments, yarns and fabrics of all kind, and to enter into forward transactions, contracts or otherwise deal in all or any of these items, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise processing any other fabrics or finished articles thereof, and of manufacturing the chemicals, dyestuffs, equipment's, washing, bleaching and dyeing materials, raw materials, packaging materials and all other requisites needs or all or any of the above purposes and byproducts thereof.
2. To carry on business of sale, purchase, import, export, distribute, produce, process or otherwise deal in all kind of life necessities, essentials goods, items of basic human needs, food items, agriculture products, fruits, vegetable, seeds, other herbal, natural and forest products, organic and inorganic products, including cultivation, harvesting, raising, processing thereof, and to set up units, cold-storage, plants, warehouses etc. and to undertake the activities for preservation, transportation, packing, stocking, branding and distribution thereof and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, collaborator, stockiest, importer, exporter, merchandiser of all kind of FMCG products, processed and semi processed food products, beverages, instant foods, exotic foods, super foods, vegetable and non-vegetable packed foods, ready to eat food items, frozen, confectionaries foods, tinned foods, fats and proteins, health products, baby foods, diet food, food product additives, food supplements, food ingredients, fruit pulps, sausages, jams, dry fruits including cashews, raisins, almonds, pistachios, nuts etc., mixed dry fruits, fruit products, bakery products, cereals, pulses, paddy, rice, wheat, grains, dairy products, all kinds soya products, edible oils, essential oils, spices, mineral mixtures, mineral waters, spirits and liquor, whether for human consumption or for industrial use or as fuel or otherwise, critic acid, vinegar, acetic and liquor sugar, glucose, malts, hops, grain, aerated water, ethanol, carbonic acid, gas, dry ice and all raw material and intermediaries of the highest grade, style and/or other household and groceries items and consumable products of every description for human consumption, and all agri-inputs, fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals needed in human life.

3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, or supplying, trading, processing, manufacturing, dealing in any manner whatsoever in all type of building materials, housing, construction, infrastructure related items, raw materials of all kinds, cements, steel bars and other items, chemicals, adhesives, colors, decorative materials, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance and items made from combination thereof, home décor items, office accessories, dining and bar accessories, hard ware, bath room accessories, articles made of wax, SS Tanks, pipes, metal sheet, sheets , ceramic, wood, leather, glass acrylic, plastic and other metal/ alloy sheets and other products required and/or used in the house hold/ official goods, architectural, construction, automobiles, railway transport and other allied sectors on retail as well as on wholesale basis in India or elsewhere, either alone or in conjunction with others.
4. To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents brokers, importers, buyers, sellers, exporters and to buy sell, or otherwise trade and deal in goods, produce, articles, products and merchandise of all types, on a wholesale cash and carry basis including minerals and metals, stainless and special steels, alloys and ferrous, nonferrous metals, auto parts, tools and implements dies, jigs, steel pipes and tubes pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, chemicals and petrochemicals, capital goods, household articles, general merchandise, electronic items, electrical appliances, apparels, accessories, stationery items, over the counter drugs, home and office furnishing, beauty and lifestyle products, and other ancillary items.
5. To enter into business arrangement, joint venture, strategic alliances and other partnerships, in India and abroad with other persons, bodies corporates, other arrangements and to subscribe, invest, acquire, purchase, hold, dispose, sell shares share-stock, units, negotiable instruments, forex, currency contracts, derivatives, options, debentures stock, bonds mortgage, obligations, securities of any kind, movable and immovable assets of whatsoever nature whether in India or elsewhere as may be conducive to the businesses, long-term objectives of the company.

**Annexure: II**

**Proposed Object Clause i.e. Clause III (A) of the Memorandum of Association:**

**(A) Substitution of existing sub clauses (1) to (4) by the following new sub clauses:**

1. To carry on the business of manufacturers, processor, producer, traders, dealers, distributor, stockiest, agents, exporters and importers of clothing and wearing apparel, garments and dresses of every kind, nature and description, sportswear, home textiles products, and their raw-materials including cotton, kapas, cotton waste, staple waste, silk, polyester or man-made fibers, fibrous material, filaments, yarns and fabrics of all kind, and to enter into forward transactions, contracts or otherwise deal in all or any of these items, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise processing any other fabrics or finished articles thereof, and of manufacturing the chemicals, dyestuffs, equipment's, washing, bleaching and dyeing materials, raw materials, packaging materials and all other requisites needs or all or any of the above purposes and byproducts thereof.
2. To carry on business of sale, purchase, import, export, distribute, produce, process or otherwise deal in all kind of life necessities, essentials goods, items of basic human needs, food items, agriculture products, fruits, vegetable, seeds, other herbal, natural and forest products, organic and inorganic products, including cultivation, harvesting, raising, processing thereof, and to set up units, cold-storage, plants, warehouses etc. and to undertake the activities for preservation, transportation, packing, stocking, branding and distribution thereof and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, collaborator, stockiest, importer, exporter, merchandiser of all kind of FMCG products, processed and semi processed food products, beverages, instant foods, exotic foods, super foods, vegetable and non-vegetable packed foods, ready to eat food items, frozen, confectionaries foods, tinned foods, fats and proteins, health products, baby foods, diet food, food product additives, food supplements, food ingredients, fruit pulps, sausages, jams, dry fruits including cashews, raisins, almonds, pistachios, nuts etc., mixed dry fruits, fruit products, bakery products, cereals, pulses, paddy, rice, wheat, grains, dairy products, all kinds soya products, edible oils, essential oils, spices, mineral mixtures, mineral waters, spirits and liquor, whether for human consumption or for industrial use or as fuel or otherwise, critic acid, vinegar, acetic and liquor sugar, glucose, malts, hops, grain, aerated water, ethanol, carbonic acid, gas, dry ice and all raw material and intermediaries of the highest grade, style and/or other household and groceries items and consumable products of every description for human consumption, and all agri-inputs, fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals needed in human life.

3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, or supplying, trading, processing, manufacturing, dealing in any manner whatsoever in all type of building materials, housing, construction, infrastructure related items, raw materials of all kinds, cements, steel bars and other items, chemicals, adhesives, colors, decorative materials, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance and items made from combination thereof, home décor items, office accessories, dining and bar accessories, hard ware, bath room accessories, articles made of wax, SS Tanks, pipes, metal sheet, sheets , ceramic, wood, leather, glass acrylic, plastic and other metal/ alloy sheets and other products required and/or used in the house hold/ official goods, architectural, construction, automobiles, railway transport and other allied sectors on retail as well as on wholesale basis in India or elsewhere, either alone or in conjunction with others.
4. To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents brokers, importers, buyers, sellers, exporters and to buy sell, or otherwise trade and deal in goods, produce, articles, products and merchandise of all types, on a wholesale cash and carry basis including minerals and metals, stainless and special steels, alloys and ferrous, nonferrous metals, auto parts, tools and implements dies, jigs, steel pipes and tubes pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, chemicals and petrochemicals, capital goods, household articles, general merchandise, electronic items, electrical appliances, apparels, accessories, stationery items, over the counter drugs, home and office furnishing, beauty and lifestyle products, and other ancillary items.

**(B) By inserting the following new object as sub clause 5:**

5. To enter into business arrangement, joint venture, strategic alliances and other partnerships, in India and abroad with other persons, bodies corporates, other arrangements and to subscribe, invest, acquire, purchase, hold, dispose, sell shares share-stock, units, negotiable instruments, forex, currency contracts, derivatives, options, debentures stock, bonds mortgage, obligations, securities of any kind, movable and immovable assets of whatsoever nature whether in India or elsewhere as may be conducive to the businesses, long-term objectives of the company.

**Annexure: III**

**I. Details on sub-division in nominal value of the Equity Shares in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:**

S. No.	Particulars	Description
1	Split ratio	existing 1 (one) equity share of face value of Rs. 3 (Rupees Three) each shall be divided into 3 (Three) equity shares of face value of Re. 1 (Rupee One) each
2	Rationale behind the split	To facilitate larger shareholder base, to increase liquidity and to make the shares more affordable to investors
3	Expected time of completion	Approx. 3 months (including the time required for approval of the shareholders)
4	Class of shares which are subdivided	Equity Shares
5	Number of shares of each class pre and post-split	The details are stated at Point II below
6	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not Applicable

**II. Pre and post share capital - authorized, paid-up and subscribed**

Particulars	Authorised Share Capital	Paid up share capital	Subscribed Share Capital
Pre share capital (Equity share capital of Rs. 3 each)	Rs. 12,05,00,000 (Rupees Twelve Crores and Five Lakh only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs. 3 (Rupees Three) each and 5,00,000 (Five Lakh) preference shares of Re.1 (Rupee One) each	Rs. 10,89,97,047 (Rupees Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) divided into 3,63,32,349 (Three Crore Sixty-Three Lakh Thirty-Two Thousand Three Hundred and Forty-Nine) Equity shares of Rs. 3 (Rupees Three) each, fully paid	Rs.10,89,97,047 (Rupees Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) divided into 3,63,32,349 (Three Crore Sixty-Three Lakh Thirty-Two Thousand Three Hundred and Forty-Nine) Equity shares of Rs. 3 (Rupees Three) each, fully paid



<p>Post share capital after considering increase in authorized share capital and subdivision of the nominal value of Equity shares of the Company from Rs. 3 to Re. 1 per share</p>	<p>Rs. 41,00,00,000 (Rupees Forty-One Crore only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1 (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1 (Rupee One) each</p>	<p>Rs. 10,89,97,047 (Rupees Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) divided into 10,89,97,047 (Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) Equity shares of Re. 1 (Rupees One) each, fully paid</p>	<p>Rs.10,89,97,047 (Rupees Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) divided into 10,89,97,047 (Ten Crore Eighty-Nine Lakh Ninety-Seven Thousand and Forty-Seven) Equity shares of Re. 1 (Rupee One) each, fully paid</p>
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