

Ref: IEIL/AGM/19-20 Date: 19/07/2019

To,

BSE Ltd.
First Floor,
New Trade Wing,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 023

Sub: Declaration of Results and Scrutinizers Report for the 37th Annual General Meeting held on July 18, 2019
Scrip code: 505358

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith declaration of results and Scrutinizer's Report for the 37th Annual General Meeting of the Company held on July 18, 2019.

It may be noted that all the resolution placed before the meeting as per the Notice of the Annual General Meeting were approved by the Members with requisite majority.

The same may please be taken on record and disseminated to all concerned.

Thanking you,

For Integra Engineering India Limited

Engine,

Harneetkaur Anand Company Secretary

Encl: as above

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# **Declaration of Results**

# 37<sup>th</sup> Annual General Meeting

The 37<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 18<sup>th</sup> July, 2019 at Registered Office of the Company i.e. P. O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahal, Halol - 389350, which commenced at 12:00 Noon and concluded at 01:15 P.M. As required by the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Company had provided remote E-Voting facility to the members of the Company on the platform provided by the Central Depository Services (India) Limited, which was open from July 15, 2019 (9:00 A.M) up to July 17, 2019 (5:00 P.M). The Board of Directors had appointed M/s. Devesh Pathak & Associates, Practising Company Secretary and Designated Associate Mr. Abbas Daruwala as the Scrutinizer for remote E-Voting as well as for the poll to be taken at the AGM. In compliance with the requirements of the Act and Rule 21 of the Companies (Management and Administration) Rules, 2014, Poll was ordered to be taken at the AGM on all the resolutions mentioned in the Notice convening the 37<sup>th</sup> Annual General Meeting. The Scrutinizer has submitted a consolidated Report on remote E-voting as well as on poll taken at the AGM and on the basis of Scrutinizer's Report, the following results on voting are declared herein.

Thanking you,

For Integra Engineering India Limited

Harneetkaur Anand Company Secretary



Scrip code	505358
ISIN	INE984B01023
Name of the company	Integra Engineering India Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-07-2019
Start time of the meeting	12:00 PM
End time of the meeting	01:15 PM

Voting results	
Record date	11-07-2019
Total number of shareholders on record date	18931
No. of shareholders present in the meeting either in person or thro	ugh proxy
a) Promoters and Promoter group	1
b) Public	44
No. of shareholders attended the meeting through video conference	ing
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8



Resolution	ı (1)									
Resolution	required:	(Ordinary ,	/ Special)	Ordinary						
	oromoter/p in the ager			No						
	n of resolut			Company for t	To consider to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditors' thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes - again st	% 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		
Promote	E-Voting	187233								
r and Promote r Group	Poll	41	187233 41	100.0000	187233 41	0	100.0000	0.0000		
i Group	Postal Ballot (if applicab le)									
	Total	187233 41	187233 41	100.0000	187233 41	0	100.0000	0.0000		
Public-	E-Voting	96630	0	0.0000	0	0	0	0		
Institutio ns	Poll		0	0.0000	0	0	0	0		
	Postal Ballot (if applicab le)		0	0.0000	0	0	0	0		
	Total	96630	0	0.0000	0	0	0.0000	0.0000		
Public-	E-Voting	154252	3160	0.0205	3160	0	100.0000	0.0000		
Non Institutio	Poll	25	138226	0.8961	138226	0	100.0000	0.0000		
ns	Postal Ballot (if applicab le)									
	Total	154252 25	141386	0.9166	141386	0	100.0000	0.0000		
Total	Total	342451 96	188647 27	55.0872	188647 27	0	100.0000	0.0000		
Whether r	esolution is	1	ot.	1	1	1	Yes	ı		



				1						
Resolution	n required: (C	Ordinary / S	Special)	Ordinary						
	promoter/pro	_	•	No						
Descriptio	n of resolution	on conside	red		To appoint a Director in place of Mrs. Corinne Ruckstuhl ha [DIN: 03531399], who retires by rotation and is eligible for appointment					
Categor y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes - again st	% 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		
Promote	E-Voting	187233								
r and Promote r Group	Poll	41	187233 41	100.0000	187233 41	0	100.0000	0.0000		
Согоир	Postal Ballot (if applicable )									
	Total	187233 41	187233 41	100.0000	187233 41	0	100.0000	0.0000		
Public-	E-Voting	96630	0	0.0000	0	0	0	0		
Instituti ons	Poll	1	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable		0	0.0000	0	0	0	0		
	Total	96630	0	0.0000	0	0	0.0000	0.0000		
Public-	E-Voting	154252	3160	0.0205	3160	0	100.0000	0.0000		
Non Instituti	Poll	25	138226	0.8961	138226	0	100.0000	0.0000		
ons	Postal Ballot (if applicable									
	Total	154252 25	141386	0.9166	141386	0	100.0000	0.0000		
Total	Total	342451 96	188647 27	55.0872	188647 27	0	100.0000	0.0000		



Resolution	n (3)							ENGINEERING			
Resolution Special)	n required	: (Ordinar	y /	Special							
Whether pare interest agenda/re	sted in the	-	group	No							
Descriptio	n of resolu	ution cons	idered	To reappoint Independent			[DIN: 00749517] mpany.	as			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes - again st	% 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			
Promote r and Promote r Group	E- Voting Poll	187233 41	187233	100.0000	187233	0	100.0000	0.0000			
r Group	Postal Ballot (if applica ble)		41		41						
	Total	187233 41	187233 41	100.0000	187233 41	0	100.0000	0.0000			
Public- Instituti	E- Voting	96630	0	0.0000	0	0	0	0			
ons	Poll		0	0.0000	0	0	0	0			
	Postal Ballot (if applica ble)		0	0.0000	0	0	0	0			
	Total	96630	0	0.0000	0	0	0.0000	0.0000			
Public- Non	E- Voting	154252 25	3160	0.0205	3160	0	100.0000	0.0000			
Instituti ons	Poll		136876	0.8874	136876	0	100.0000	0.0000			
	Postal Ballot (if applica ble)										
	Total	154252 25	140036	0.9078	140036	0	100.0000	0.0000			
Total	Total	342451 96	188633 77	55.0833	188633 77	0	100.0000	0.0000			
Whether r	esolution	is Pass or	Not.	•		•	Yes				



voting	Resolutio	JII (4 <i>)</i>							
Description of resolution considered   No. of ry   No. of votes of held   No. of ry   No	Resolutio	on required: (0	Ordinary /	Special)	Special				
Independent Director of the Company.   Catego   Voting   Voting   Voting   Shares   Held   Votes   Polled on outstanding shares   Polled on outstanding shares   Votes   Votes   Votes   Polled on outstanding shares   Votes		•	_	•	No				
ry voting shares held votes polled on outstanding shares wotes polled on outstanding shares votes in favour on votes polled votes polle	Descripti	on of resoluti	on conside	ered				-	4162] as
Promote   F-Voting   187233   41	Catego ry		shares	votes	polled on outstanding	votes – in	votes - agains	in favour on votes	
er and Promot er Group         Poll ability         41         187233 41         100.0000 41         187233 41         100.0000 41         100.0000 0         0.0000           Postal Ballot (if applicable)           E-Voting Institutions         Poll of applicable)         187233 41         100.0000 10         187233 00 100.0000 00         100.0000 00         0.0000 00         0		L	(1)	(2)		(4)	(5)		(7)=[(5)/(2 ]*100
Promoter Group         Postal Ballot (if applicable)         187233   100.0000   187233   0   100.0000   0.0000         100.0000   0.0000   0.0000         0.0000   0.0000   0.0000 </td <td>Promot</td> <td>E-Voting</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Promot	E-Voting							
Group Applicable Ballot (if applicable)         Postal Ballot (if applicable)         Image: Composition of the postal Ballot (if applicable)         Image: Composition o	Promot	Poll	41		100.0000		0	100.0000	0.0000
Public-  Institutions   Poll   Postal Ballot (if applicable)   Poll   Postal Ballot (if applicable)   Total	Group Group	Ballot (if							
Postal Ballot (if applicable)		Total			100.0000		0	100.0000	0.0000
Postal   Ballot (if applicable)   Total   96630   0   0.0000   0   0   0   0   0   0	Public-	E-Voting	96630	0	0.0000	0	0	0	0
Ballot (if applicable)   Total   96630   0   0.0000   0   0   0.0000   0.0000	institut	Poll		0	0.0000	0	0	0	0
Public-Non Institutions         Foll Ballot (if applicable)         154252 25         3160 0.0205 0.8961         3008 152 137226         1000 99.2765 0.7235         0.7235 0.7235           Total         154252 25         141386 0.9166 140234 1152 99.1852 0.8148         0.8148 0.9161         0.8148 0.9161         0.8148 0.9161         0.9161 0.9161         0.9		Ballot (if		0	0.0000	0	0	0	0
Non Institutions         Poll Ballot (if applicable)         25         138226         0.8961         137226         1000         99.2765         0.7235           Total         154252 25         141386         0.9166         140234         1152         99.1852         0.8148           Total         Total         342451         188647         55.0872         188635         1152         99.9939         0.0061		Total	96630	0	0.0000	0	0	0.0000	0.0000
Poll		E-Voting		3160	0.0205	3008	152	95.1899	4.8101
Postal Ballot (if applicable)         Company of the postal ballot (if applicable)         Description of the postal ballot (if applicable)		Poll	25	138226	0.8961	137226	1000	99.2765	0.7235
Total         154252 25         141386 25         0.9166         140234 1152         99.1852 99.1852         0.8148           Total         Total         342451         188647         55.0872         188635         1152 99.9939         0.0061		Ballot (if							
Total         Total         342451         188647         55.0872         188635         1152         99.9939         0.0061				141386	0.9166	140234	1152	99.1852	0.8148
	Total	Total	342451		55.0872		1152	99.9939	0.0061



Resolutio	n (5)							ENGINEERING
Resolutio Special)	n required: (	Ordinary	/	Special				
Whether	promoter/pid in the agen	_	•	No				
	on of resolut			To reappoint Independent		_	DIN: 00001178] mpany.	as
Categor Y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – again st	% 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
Promot	E-Voting	18723						
er and Promot	Poll	341	18723 341	100.0000	18723 341	0	100.0000	0.0000
er Group	Postal Ballot (if applicabl e)							
	Total	18723 341	18723 341	100.0000	18723 341	0	100.0000	0.0000
Public-	E-Voting	96630	0	0.0000	0	0	0	0
Instituti ons	Poll	=	0	0.0000	0	0	0	0
	Postal Ballot (if applicabl e)		0	0.0000	0	0	0	0
	Total	96630	0	0.0000	0	0	0.0000	0.0000
Public-	E-Voting	15425	3160	0.0205	3008	152	95.1899	4.8101
Non Instituti	Poll	225	13822 6	0.8961	13822 6	0	100.0000	0.0000
ons	Postal Ballot (if applicabl e)	-						
	Total	15425 225	14138 6	0.9166	14123 4	152	99.8925	0.1075
Total	Total	34245 196	18864 727	55.0872	18864 575	152	99.9992	0.0008
Whether	resolution is	Pass or N	lot.				Yes	



	(-)							ENGINEERING
Resolutio	n (6)							
Resolutio Special)	n required: (	Ordinary	/	Special				
	promoter/pd d in the agen	_	•	No				
Description	on of resolut	ion consid	dered	To reappoint Independent	_		[DIN: 00318051 mpany	l] as
Categor y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – again st	% 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
Promot	E-Voting	18723						
er and Promot	Poll	341	18723 341	100.0000	18723 341	0	100.0000	0.0000
er Group	Postal Ballot (if applicabl e)							
	Total	18723 341	18723 341	100.0000	18723 341	0	100.0000	0.0000
Public-	E-Voting	96630	0	0.0000	0	0	0	0
Instituti ons	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicabl e)		0	0.0000	0	0	0	0
	Total	96630	0	0.0000	0	0	0.0000	0.0000
Public-	E-Voting	15425	3160	0.0205	3008	152	95.1899	4.8101
Non Instituti	Poll	225	13822 6	0.8961	13822 6	0	100.0000	0.0000
ons	Postal Ballot (if applicabl e)							
	Total	15425 225	14138 6	0.9166	14123 4	152	99.8925	0.1075
Total	Total	34245 196	18864 727	55.0872	18864 575	152	99.9992	0.0008
Whether	resolution is					1	Yes	ı



Resolutio	n (7)							
Resolutio Special)	n required	: (Ordinary	· /	Special				
are intere	promoter/ ested in the esolution?		group	No				
		ution consi	idered		ne provisio		rowing limits of ction 180(1)(c) o	
Categor Y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes - again st	% 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
Promot er and Promot	E- Voting Poll	187233 41	187233	100.0000	187233	0	100.0000	0.0000
er Group	Postal Ballot (if applica ble)		41		41			
	Total	187233 41	187233 41	100.0000	187233 41	0	100.0000	0.0000
Public- Instituti ons	E- Voting Poll	96630	0	0.0000	0	0	0	0
	Postal Ballot (if applica ble)							
	Total	96630	0	0.0000	0	0	0.0000	0.0000
Public- Non Instituti	E- Voting Poll	154252 25	3160 138226	0.0205 0.8961	3160 138226	0	100.0000	0.0000
ons	Postal Ballot (if applica ble)	_						
	Total	154252 25	141386	0.9166	141386	0	100.0000	0.0000
Total	Total	342451 96	188647 27	55.0872	188647 27	0	100.0000	0.0000
Whether	resolution	is Pass or		l	, <del>-</del> ,	<u> </u>	Yes	l



Resolutio	n (8)					_		
Resolutio	n required	: (Ordinary /	Special)	Special				
	-	promoter groenda/resolut	-	No				
Description	on of resolu	ution conside	red	the Compa		to the pro	charge on the visions of Se 2013	
Categor y	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of votes – in favour	No. of votes - agains t	% of votes in favour on votes polled	% of Votes against on votes polled
	1	(1)	(2)	(3)=[(2)/( 1)]*100	(4)	(5)	(6)=[(4)/( 2)]*100	(7)=[(5)/ (2)]*100
Promot er and Promot	E- Voting Poll	18723341	18723341	100.0000	18723341	0	100.0000	0.0000
er Group	Postal Ballot (if applica ble)							
	Total	18723341	18723341	100.0000	18723341	0	100.0000	0.0000
Public- Instituti	E- Voting	96630	0	0.0000	0	0	0	0
ons	Poll  Postal Ballot (if applica ble)		0	0.0000	0	0	0	0
	Total	96630	0	0.0000	0	0	0.0000	0.0000
Public- Non Instituti	E- Voting Poll	15425225	3160 138226	0.0205 0.8961	2660 138226	500	84.1772 100.0000	15.8228 0.0000
ons	Postal Ballot (if applica ble)							
	Total	15425225	141386	0.9166	140886	500	99.6464	0.3536
Total	Total	34245196	18864727	55.0872	18864227	500	99.9973	0.0027
Whether	resolution	is Pass or No	t.			•	Yes	



DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL REGD. TRADE MARKS AGENT

PHONE: (0265) 2562158/75 MOBILE: 98240 92589 E-mail: maildeveshpathak@rediffmail.com maildpathak@yahoo.co.in FIRST FLOOR, 51, UDYOGNAGAR SOCIETY, NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,

VADODARA-390 019

19th July, 2019

TO
CHAIRPERSON,
INTEGRA ENGINEERING INDIA LIMITED

P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahals, Gujarat - 389350

Dear Sir/Madam,

- 1. We, Devesh Pathak & Associates, Practising Company secretaries, have been appointed as scrutinizer by
  - (i) The Board of Directors of Integra Engineering India Limited at its Meeting held on 15th May, 2019 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 37th Annual General Meeting (AGM) held on Thursday, 18th July, 2019 pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').
  - (ii) The Chairperson of the 37th Annual General Meeting held on 18th July, 2019 to conduct a poll under the provisions of Section 109 and other applicable provisions, if any, of the Act read with Rule 21 of the Rules, in respect of the resolutions to be passed at the AGM of the members of the Company, held at Registered Office of the Company at P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahals, Gujarat 389350.
- 2. The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. Our responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM.





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3. We have issued separate Scrutinizer's Report dtd 19th July, 2019 on the e-voting and separate report on poll dtd 19th July, 2019 on the aforesaid resolutions. As requested by the management, we submit combined report for e-voting (including ballots) and poll in respect of aforesaid resolutions as follows:

	Particulars	for the finance	Resolution-1: To consider to adopt the Audited Financial Statements of the Compar for the financial year ended March 31, 2019 and the Reports of the Board of Director and the Auditors' thereon.  (Ordinary Resolution)								
Sr. No.	Ballots/E-Votes	No. of Ballot Votes (i	s in poll /El ncluding bal			No. of Votes		%			
1101	Suitoto 2 votos	No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total			
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102				
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5*	2375	0	2375				
3	VALID BALLOTS/E- VOTES	32	8	40	18861567	3160	18864727	100			
4	BALLOTS/E-VOTES IN FAVOUR	32	8	40	18861567	3160	18864727	100			
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0			
	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100			

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date; and
- two shareholders had already voted electronically





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	Particulars	[DIN: 03531	Resolution-2: To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for reappointment. (Ordinary Resolution)							
Sr. No.	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)				No. of Votes	Option	%		
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total		
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102			
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5*	2375	0	2375			
3	VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100		
4	BALLOTS/E-VOTES IN FAVOUR	32	8	40	18861567	3160	18864727	100		
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0		
	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100		

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date; and
- two shareholders had already voted electronically



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	Particulars Ballots/E-Votes	of the Compa	Resolution-3: To reappoint Mr. Shalin Divatia (DIN: 00749517) as Independent I of the Company. (Special Resolution)							
Sr. No.		No. of Ballots in poll /Electronic Votes (including ballot)				No. of Votes		%		
2101		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total		
						7				
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102			
2	LESS: INVALID BALLOTS/E-VOTES	6*	0	6*	3725	0	3725			
3	VALID BALLOTS/E-VOTES	31	8	39	18860217	3160	18863377	100		
4	BALLOTS/E-VOTES IN FAVOUR	31	8	39	18860217	3160	18863377	100		
	BALLOTS/E-VOTES	0	0	0	0	0	0	0		
5	AGAINST	0	0	0	0	O	U			
	TOTAL VALID BALLOTS/E-VOTES	31	8	39	18860217	3160	18863377	100		

<sup>\*</sup> Of these six shareholders,

- three shareholders were not members of the Company as on cut-off date
- two shareholders had already voted electronically; and
- one shareholder is a related party to the resolution



PRACTISING COMPANY SECRETARIES
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	Particulars	Director of the (Special Reso	Resolution-4: To reappoint Mr. Mahendra Sanghvi (DIN: 00084162) as Independent Director of the Company. (Special Resolution)							
Sr. No.	Ballots/E-Votes	No. of Ballot Votes (i	s in poll /El ncluding ba			No. of Votes		%		
	, , , , , , , , , , , , , , , , , , , ,	No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total		
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102			
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5*	2375	0	2375			
3	VALID BALLOTS/E- VOTES	32	. 8	40	18861567	3160	18864727	100		
4	BALLOTS/E-VOTES IN FAVOUR	31	7	38	18860567	3008	18863575	99.99		
	BALLOTS/E-VOTES									
5	AGAINST	1	1	2	1000	152	1152	00.01		
	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100		

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date; and
- two shareholders had already voted electronically



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Resolution-5: To reappoint Mr. Rahul Divan (DIN: 00001178) as Independent Director of the Company. **Particulars** (Special Resolution) No. of Ballots in poll /Electronic Sr. No. Ballots/E-Votes Votes (including ballot) No. of Votes % No. of Ballots in No. of poll E-Voter Total Physical Electronic Total Total BALLOTS/E-VOTES 37 8 45 18863942 3160 RECEIVED 18867102 LESS: INVALID 5\* 0 5\* 2 BALLOTS/E-VOTES 2375 0 2375 VALID BALLOTS/E-VOTES 32 3 40 18861567 3160 18864727 100 BALLOTS/E-VOTES IN 4 32 7 39 18861567 **FAVOUR** 3008 18864575 100 BALLOTS/E-VOTES 0\*\* 0 5 AGAINST 1 1 0 152 152 TOTAL VALID 32 40 8 18861567 BALLOTS/E-VOTES 3160 18864727 100

- \* Of these five shareholders,
  - three shareholders were not members of the Company as on cut-off date; and
  - two shareholders had already voted electronically

hence, their ballots were considered invalid.

\*\*Negligible





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	Particulars	of the Compa	Resolution-6: To reappoint Mr. Bhargav Patel (DIN: 00318051) as Independent Director of the Company.  (Special Resolution)							
Sr. No.	Ballots/E-Votes		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes		%		
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total		
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102			
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5*	2375	0	2375			
3	VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100		
4	BALLOTS/E-VOTES IN FAVOUR	32	7	39	18861567	3008	18864575	100		
5	BALLOTS/E-VOTES AGAINST	0	1	1	0	152	152	0**		
	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100		

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date; and
- two shareholders had already voted electronically

hence, their ballots were considered invalid.

\*\*Negligible





PRACTISING COMPANY SECRETARIES
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	Particulars	Resolution-7: the provisions (Special Resol	s of section	to revise 180(1)(c) o	overall borrowin f the Companies	g limits of the Act, 2013.	Company purs	uant to
Sr. No.	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes (including ballot)				No. of Votes		%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102	
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5* .	2375	0	2375	
3	VALID BALLOTS/E- VOTES	32	8	40	18861567	3160	18864727	100
4	BALLOTS/E-VOTES IN FAVOUR	32	8	40	18861567	3160	18864727	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	Q
	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date; and
- two shareholders had already voted electronically





PRACTISING COMPANY SECRETARIES
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	Particulars Ballots/E-Votes	pursuant to the (Special Resolution)	he provision lution)	s of Sectio	e mortgage/chann 180(1)(a) of the	e Companies A	ct, 2013.	pussy
Sr. No.		No. of Ballots in poll /Electronic Votes (including ballot)				No. of Votes		%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	37	8	45	18863942	3160	18867102	
2	LESS: INVALID BALLOTS/E-VOTES	5*	0	5*	2375	0	2375	
3	VALID BALLOTS/E- VOTES	32	8	40	18861567	3160	18864727	100
4	BALLOTS/E-VOTES IN FAVOUR	32	7	39	18861567	2660	18864227	100
5	BALLOTS/E-VOTES AGAINST	0	1	1	0	500	500	0**
-	TOTAL VALID BALLOTS/E-VOTES	32	8	40	18861567	3160	18864727	100

- \* Of these five shareholders,
  - three shareholders were not members of the Company as on cut-off date; and
  - two shareholders had already voted electronically

hence, their ballots were considered invalid.

- \*\*Negligible
  - (4) We have handed over related papers/ registers and records for safe custody to Ms. Harneet Kaur Anand of the Company authorized by the Board to supervise the process.
  - (5) You may accordingly declare the result of voting.

Thanking You,

Yours faithfully,

For Devesh Pathak & Associates

Abbas S. Daruwala

Associate

Licentiate ICSI No. 7009

Date: 19th July, 2019

Place: Vadodara



PHONE: (0265) 2562158/75 MOBILE: 98240 92589 E-mail: maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

# DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES REGD. INSOLVENCY PROFESSIONAL REGD. TRADE MARKS AGENT

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY, NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE, VADODARA-390 019

# SCRUTINIZERS REPORT ON E-VOTING

TO CHAIRPERSON, INTEGRA ENGINEERING INDIA LIMITED

P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahals, Gujarat - 389350

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 37th Annual General Meeting pursuant to Clause 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR") read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

- (1) We, Devesh Pathak & Associates, Practising Company Secretaries, have been appointed as the scrutinizer by the Board of Directors of INTEGRA ENGINEERING INDIA LIMITED to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 8 to be passed at the 37th Annual General meeting of the Company to be held on Thursday, 18th July, 2019 as set out in the Notice dated 15th May, 2019 with statement setting out material facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause No. 6 of this Report pursuant to Clause 44 of LODR read with Section 108 of the Act and Rule 20 of the Rules.
- (2) The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. Our responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.



PRACTISING COMPANY SECRETARIES
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- (3) The e-voting facility remained open from Monday, 15th July, 2019 at 9.00 a.m. to Wednesday, 17th July, 2019 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 11th July, 2019 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 18th July, 2019 at 13:20 p.m. in presence of two witnesses viz. Ms. Ankita Rochani and Ms. Ankita Nahata who are not in the employment of the Company and who have signed at the end of the report in token of the same.
- (6) Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/ against each of the resolutions were generated from e-voting system provided by CDSL. A summary of the result in respect of each of the aforesaid resolution is as follows:

# ORDINARY BUSINESS

# Resolution: 1

To consider to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditors' thereon.

# (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes					
NO.	T di Clouras	No. of Members	No. of E-Votes	Total	Total (%)		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	8	3160	3160	100%		
5	VOTES AGAINST	NIL	NIL .	NIL	0%		
	TOTAL VALID E- VOTES	8	3160	3160	100%		





# Resolution: 2

To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for reappointment.

# (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes					
		No. of Members	No. of E-Votes	Total	Total		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	8	3160	3160	100%		
5	VOTES AGAINST	NIL	NIL	NIL	0%		
	TOTAL VALID E- VOTES	8	3160	3160	100%		

# SPECIAL BUSINESS

# Resolution: 3

To reappoint Mr. Shalin Divatia (DIN: 00749517) as Independent Director of the Company.

# (Special Resolution)

Sr. No.	Particulars	Electronic Votes						
54		No. of Members	No. of E-Votes	Total	Total			
1	VOTES CAST	8	3160	3160				
2	LESS: INVALID VOTES	NIL	NIL	NIL				
3	VALID VOTES	8	3160	3160	100%			
4	VOTES IN FAVOUR	8	3160	3160	100%			
5	VOTES AGAINST	NIL	NIL	NIL	0%			
	TOTAL VALID BALLOTS	8	3160	3160	100%			

# Resolution: 4

To reappoint Mr. Mahendra Sanghvi (DIN:00084162) as Independent Director of the Company.

# (Special Resolution)

Sr. No.	Particulars	Electronic Votes					
		No. of Members	No. of E-Votes	Total	Total (%)		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	7	3008	3008	95.19%		
5	VOTES AGAINST	1	152	152	4.81%		
	TOTAL VALID BALLOTS	8	3160	3160	100%		

# Resolution: 5

To reappoint Mr. Rahul Divan (DIN: 00001178) as Independent Director of the Company.

# (Special Resolution)

Sr. No.	Particulars	Electronic Votes					
		No. of Members	No. of E-Votes	Total	Total (%)		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	7	3008	3008	95.19%		
5	VOTES AGAINST	1	152	152	4.81%		
	TOTAL VALID BALLOTS	8	3160	3160	100%		



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## Resolution: 6

To reappoint Mr. Bhargav Patel (DIN: 00318051) as Independent Director of the Company.

# (Special Resolution)

Sr. No.	Particulars	Electronic Votes					
		No. of Members	No. of E-Votes	Total	Total (%)		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	7	3008	3008	95.19%		
5	VOTES AGAINST	1	152	152	4.81%		
	TOTAL VALID BALLOTS	8	3160	3160	100%		

## Resolution: 7

To approve to revise overall borrowing limits of the Company pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013.

# (Special Resolution)

Sr. No.	Particulars	Electronic Votes					
		No. of Members	No. of E-Votes	Total	Total (%)		
1	VOTES CAST	8	3160	3160			
2	LESS: INVALID VOTES	NIL	NIL	NIL			
3	VALID VOTES	8	3160	3160	100%		
4	VOTES IN FAVOUR	8	3160	3160	100%		
5	VOTES AGAINST	NIL	NIL	NIL	0%		
	TOTAL VALID BALLOTS	8	3160	3160	100%		



# Resolution: 8

To approve to Create mortgage/charge on the assets of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

# (Special Resolution)

Sr. No.	Particulars				
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	. 8	3160	3160	
2	LESS: INVALID VOTES	NIL	NIL	NIL	
3	VALID VOTES	8	3160	3160	100%
4	VOTES IN FAVOUR	7	2660	2660	84.18%
5	VOTES AGAINST	1	500	500	15.82%
	TOTAL VALID BALLOTS	8	3160	3160	100%

- (7) We have handed over related papers/ registers and records for safe custody to Ms. Harneet Kaur Anand, Company Secretary of the Company authorized by the Board to supervise the process.
- (8) You may accordingly declare the result of voting.

VADODAR

Thanking you,

Yours Faithfully,

For Devesh Pathak & Associates,

Abbas S. Daruwala

Associate

Licentiate ICSI No. 7009

Place: Vadodara

Date: 19th July, 2019

Witnesses to unblocking of e-votes cast

(Ankita Rochani)

(Ankita Nahata)



PHONE: (0265) 2562158 / 75 MOBILE: 98240 92589

E-mail: maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

**DEVESH PATHAK & ASSOCIATES** 

PRACTISING COMPANY SECRETARIE REGD. INSOLVENCY PROFESSIONAL REGD. TRADE MARKS AGENT

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

#### FORM NO.MGT-13

# Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

#### TO CHAIRPERSON INTEGRA ENGINEERING INDIA LIMITED

P.O. Box No. 55, Chandrapura Village, TalukaHalol, Panchmahals, Gujarat - 389350

37<sup>th</sup>Annual General Meeting of the Equity Shareholders of **INTEGRA ENGINEERING INDIA LIMITED**held on Thursday, 18<sup>th</sup>July, 2019at 12.00 noon atRegistered Office of Company at P.O. Box No. 55, Chandrapura Village, TalukaHalol, Panchmahals, Gujarat - 389350.

Dear Sir,

We, Devesh Pathak & Associates Practising Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 37th Annual General Meeting of the Equity Shareholders of INTEGRA ENGINEERING INDIA LIMITED held on Thursday, 18th July, 2019 at 12.00 noon at the Registered Office of Company at P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahals, Gujarat - 389350, submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is as under:



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# ORDINARY BUSINESS:

### (1) Resolution No. 1

To consider to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and the Auditors' thereon.

# (Ordinary Resolution)

# (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically



# (2) Resolution No. 2

To appoint a Director in place of Mrs. Corinne Ruckstuhl having [DIN: 03531399], who retires by rotation and is eligible for reappointment.

# (Ordinary Resolution)

# (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically



REGD. INSOLVENCY PROFESSIONAL . REGD. TRADE MARKS AGENT

# SPECIAL BUSINESS:

#### (3) Resolution No. 3

To reappoint Mr. ShalinDivatia (DIN:00749517) as IndependentDirector of the Company.

## (Special Resolution)

## (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
31	18,860,217	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
6*	3,725

<sup>\*</sup> Of these six shareholders,

- three shareholders were not members of the Company as on cut-off date
- two shareholders had already voted electronically; and
- one shareholder is a related party to the resolution



#### (4) Resolution No. 4

To reappoint Mr. MahendraSanghvi (DIN:00084162) as IndependentDirector of the Company.

### (Special Resolution)

### (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
31	18,860,567	99.99

# (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
1	1,000	00.01

#### (III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically





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#### (5) Resolution No. 5

To reappoint Mr. Rahul Divan (DIN: 00001178) as Independent Director of the Company.

## (Special Resolution)

# (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically



### (6) Resolution No. 6

To reappoint Mr. Bhargav Patel (DIN: 00318051) as IndependentDirector of the Company.

# (Special Resolution)

### (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically



#### (7) Resolution No. 7

To approve to revise overall borrowing limits of the Company pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013.

# (Special Resolution)

# (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically



#### (8) Resolution No. 8

To approve to Create mortgage/charge on the assets of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

### (Special Resolution)

### (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
32	18,861,567	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
5*	2,375

<sup>\*</sup> Of these five shareholders,

- three shareholders were not members of the Company as on cut-off date;
   and
- two shareholders had already voted electronically





- 5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Devesh Pathak & Associates

Abbas S. Daruwala

Associate

Licentiate ICSI No. 7009

Place: Vadodara

Date: 19th July, 2019

