

INTEGRA GARMENTS AND TEXTILES LIMITED

(formerly known as Five Star Mercantile Limited)

Plot No: G2, MIDC Industrial Estate, Post Salai Dhaba, Butibori, Nagpur: 441122

Corporate Relations Department

BSE Limited

1st Floor, New Trading Wing

Rotunda Building, P J Towers

Dalal Street, Fort

Mumbai 400 001

Company Code: 535958

The Market Operations Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor

Plot No C/1, G Block

Bandra-Kurla Complex

Bandra (E), Mumbai 400 051

Company Symbol: INTEGRA

Date: 29th September, 2020

Dear Sir/ Ma'am,

Sub: Outcome of voting of 13th Annual General Meeting held on 28th September, 2020

In accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 13th AGM of the Company was held on 28th September, 2020 through Video Conference (VC) / Other Audio Video Means (OAVM).

As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Ms. Kala Agarwal, Practicing Company Secretary as the Scrutinizer for remote e-voting and e-voting at the AGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 13th AGM have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report is enclosed as **Annexure - 1**.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated outcome of voting held through remote e-voting and e-voting at the 13th AGM of the Company is enclosed as **Annexure - 2**.

Request you to take the same on record.

Thanking You,

Yours truly,

For Integra Garments and Textiles Limited




Samruddhi Varadkar

Company Secretary

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CIN No.: L18109MH2007PLC172888



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FORM NO. MGT-13

SCRUTINIZER'S REPORT ON E-VOTING AND POLL

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairperson
Integra Garments and Textiles Limited
Plot No. G2- M.I.D.C. Industrial Estate,
Post: Salai Dhaba, Butibori,
Nagpur - 441122
 Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 from time to time and e-voting conducted during the Annual General Meeting, for the 13th Annual General Meeting of Integra Garments and Textiles Limited held on Monday, 28th September, 2020 at 02.00 p.m through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Integra Garments and Textiles Limited** ("the Company") for the purpose of Remote E-voting and E-Voting at AGM on the below mentioned resolutions at the 13th Annual General Meeting of the Equity Shareholders of Integra Garments and Textiles Limited, held on Monday, 28th September, 2020 at 02.00 p.m. through video conferencing / other audio visual means, submit my report as under:

The notice dated 18th August, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

Scrutinizer's Report for Integra Garments and Textiles Limited for the 13th Annual General Meeting Page 1 of 6



Kala
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The book closure started from 22nd September, 2020 and ended on 28th September, 2020. The shareholders of the Company holding shares as on 21st September, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of CDSL in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting at the AGM in respect of the said resolutions:

Ordinary Business:

Item No. 1- Ordinary Resolution-

To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the reports of the Directors' and Auditor's thereon.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
54	22250638	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	851	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Ordinary Business:

Item No. 2- Ordinary Resolution-

To appoint a director in place of Mr. R. K. Rewari (DIN: 00619240), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	22250580	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	909	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Ordinary Business:

Item No. 3- Ordinary Resolution-

To appoint M/s. Mayur Khandelwal & Co., Chartered Accountants, Mumbai (Firm Registration No. : 134723W) as the statutory auditors of the Company for 5 consecutive years and to fix their remuneration.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	22250580	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	909	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Special Business

Item No. 4- Ordinary Resolution-

Appointment of Ms. Kalyani Shukla (DIN: 02039079) as a Director.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
52	22250460	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1029	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Special Business

Item No. 5- Ordinary Resolution-

Appointment of Mr. Sameer Shelke (DIN: 08720443) as an Independent Director:

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
52	22250460	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	1029	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Special Business

Item No. 6- Ordinary Resolution-

Approval of Material Related Party Transaction

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
47	671917	99.86%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	909	0.13%

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
6	21578663

Special Business

Item No. 7- Special Resolution-

To consider making offer(s) of Non-Convertible Debentures aggregating to Rs. 50 crores.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	22250580	100.00% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	909	0.00% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



All of the above five (7) Resolutions mentioned in the Notice of the AGM dated 28th September, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted at the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,
Yours Faithfully,



KALA AGARWAL
Practising Company Secretary
COP: 5356



Place: Mumbai
Date: 28/09/2020

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Date of the AGM:	28-Sep-20
Total Number of shareholders on record date:	17598
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting though Video Conferencing	
Promoters and Promoter Group:	6
Public:	37

Item No. 1 - Adoption of Audited Financial Statements together with the Reports of Board of Directors' and Auditors' thereon for the financial year ended 31st March, 2020.

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100.00%	21578663	-	100%	0
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		21578663	21578663	100.00%	21578663	-	100%
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1974691	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.26%	671975	851	99.87%	0.13%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		12778995	672826	5.26%	671975	851	99.87%
Total		36332349	22251489	61.24%	22250638	851	99.99%	0.00
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 2 - Re-appointment of Mr. R. K. Rewari (DIN: 00619240), Managing Director, who retires by rotation and eligible for re-appointment.

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100%	21578663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21578663	21578663	100%	21578663	0	100%
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1974691	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671917	909	99.86%	0.14%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12778995	672826	5.27%	671917	909	99.86%
Total		36332349	22251489	61.24%	22250580	909	99.99%	0.00
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 3 -Appointment of M/s. Mayur Khandelwal & Co., Chartered Accountants, Mumbai (FRN: 134723W) as the Statutory Auditors of the Company, who shall hold the office from the conclusion of this AGM until the conclusion of the 18th AGM.

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100%	21578663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21578663	21578663	100%	21578663	0	100%
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1974691	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671917	909	99.86%	0.14%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12778995	672826	5.27%	671917	909	99.86%
Total		36332349	22251489	61.24%	22250580	909	99.99%	0.00
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 4 - Appointment of Ms. Kalyani Shukla (DIN: 02039079) as a Non – Executive Director of the Company w.e.f. 28th September, 2020.

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100%	21578663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	21578663	21578663	100%	21578663	0	100%	0
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1974691	-	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671797	1029	99.85%	0.15%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	12778995	672826	5.27%	671797	1029	99.85%	0.15%
Total		36332349	22251489	61.24%	22250460	1029	99.99%	0.00
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 5 - Appointment of Mr. Sameer Shelke (DIN: 08720443) as an Independent Director, for first term of five consecutive years from 21st March, 2020 to 20th March, 2025.

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100%	21578663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		21578663	21578663	100%	21578663	0	100%
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1974691	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671797	1029	99.85%	0.15%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12778995	672826	5.27%	671797	1029	99.85%
Total		36332349	22251489	61.24%	22250460	1029	99.99%	0.00
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 6 - Approval of Material Related Party Transaction

Resolution Required: **Ordinary**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **Yes**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		21578663	-	-	-	-	-
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1974691	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671917	909	99.86%	0.14%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		12778995	672826	5.27%	671917	909	99.86%
Total		36332349	672826	1.85%	671917	909	99.86%	0.14%
Whether resolution is Pass or Not								PASSED

Integra Garments and Textiles Limited
Voting Results of the 13th AGM held on 28th September, 2020

Item No. 7: Approval to make offer(s) of Non - Convertible Debentures up to an overall amount of Rs. 50 Crore on private placement basis

Resolution Required: **Special**

Whether Promoter/ promoter group are interested in the agenda/ resolution: **No**

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	21578663	21578663	100%	21578663	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	21578663	21578663	100%	21578663	0	100%	0
Public - Institutions	E-voting	1974691	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1974691	-	-	-	-	-	-
Public - Non Institutions	E-voting	12778995	672826	5.27%	671917	909	99.86%	0.14%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	12778995	672826	5.27%	671917	909	99.86%	0.14%
Total		36332349	22251489	61.24%	22250580	909	99.99%	0.00
Whether resolution is Pass or Not								PASSED