

# 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,  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

The Market Operations Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

**Company Code:** 535958

**Company Code:** INTEGRA

Date: 21<sup>st</sup> September, 2019

Dear Sir/ Ma'am,

## **Sub: Outcome and proceedings of 12<sup>th</sup> Annual General Meeting of Integra Garments and Textiles Limited**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the following businesses contained in the notice of the said AGM of the Company were duly approved by shareholders with requisite majority, at 12<sup>th</sup> AGM of the Company held on today i.e. 21<sup>st</sup> September, 2019 at Plot No. G2- M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur, Maharashtra - 441122:

Sr. No.	Business items transacted	Type of resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 and the reports of the Directors' and Auditor's thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. Harshvardhan A. Piramal (DIN: 00044972), Non-Executive Director, who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary Resolution
3.	To consider re-appointment of Mr. R. K. Rewari (DIN: 00619240) as the Managing Director of the Company for a period of three years w.e.f. 10 <sup>th</sup> November, 2018.	Special resolution
4.	To consider appointment of Ms. Juthika Palav (DIN: 08331910) as an Independent Director of the Company for a term of five consecutive years w.e.f. 7 <sup>th</sup> February, 2019.	Ordinary Resolution
5.	To consider re-appointment of Mr. Shardul Doshi (DIN: 02486626) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 23 <sup>rd</sup> September, 2019.	Special resolution
6.	To consider making offer(s) of Non-Convertible Debentures aggregating to Rs. 50 crores on private placement basis.	Special resolution

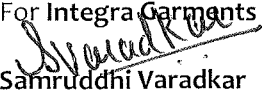
The detailed information required under regulation 30 of SEBI (LODR) Regulations, 2015 and as per circular CIR/CFD/CMD/4/2015, dated 9<sup>th</sup> September, 2015 with respect to the Directors' appointed/ re-appointed is enclosed as **Annexure-A**.

The consolidated scrutinizers' report of Mr. Dhruvil Shah and Mr. Kaustubh Moghe, Practicing Company Secretary on the remote e-voting and the voting on poll at the AGM is enclosed herewith.

Request you to take the same on record and oblige.

Yours truly,

For Integra Garments and Textiles Limited

  
Samruddhi Varadkar  
Company Secretary  
Encl.: As above



**W:** [www.integralgarments.com](http://www.integralgarments.com) @: [corporatesecretarial@integralgarments.com](mailto:corporatesecretarial@integralgarments.com)

**T:** 022-66154651

**CIN No.:** L18109MH2007PLC172888

# INTEGRA GARMENTS AND TEXTILES LIMITED

(formerly known as Five Star Mercantile Limited)

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

## Annexure-A

1.	Name	<b>Mr. Harshvardhan A. Piramal</b>	<b>R. K. Rewari</b>	<b>Ms. Juthika Palav</b>	<b>Mr. Shardul Doshi</b>
2.	Designation	Non – Executive Director	Managing Director	Independent Director	Independent Director
2.	Reason for Change	Liable to retire by rotation	Re-appointment	Appointment	Re-appointment
3.	Date of appointment & term of appointment	Liable to retire by rotation and being eligible was re-appointed as Director.	Mr. Rewari is re-appointed as Managing Director of the Company for the further period of 3 years w.e.f. 10 <sup>th</sup> November, 2018.	Ms. Palav is appointed as the Independent Director of the Company w.e.f 7 <sup>th</sup> February, 2019 for a term of 5 consecutive years.	Mr. Doshi is re-appointed as the Independent Director of the Company w.e.f 23 <sup>rd</sup> September, 2019, for a second term of 5 consecutive years.
4.	Brief profile	As given below	As given below	As given below	As given below
5.	Disclosure of relationships between directors	None	None	None	None

### Brief profile of Mr. Harshvardhan A. Piramal

Mr. Harshvardhan A. Piramal is the Non-Executive Chairman of Integra Garments and Textiles Limited. In addition to this, he is also the Vice Chairman of Morarjee Textiles Limited and Piramal Renewable Energy which is also a part of Ashok Piramal Group.

Mr. Piramal began his career as an analyst at venture capital firm, Indocan Chase Capital Partners (subsequently part of JP Morgan Chase). After completing his MBA, he founded Thundercloud Technologies (India) Private Limited, an IT Company in May 2000. In August 2001, he was appointed COO – Allied Pharma Businesses at Nicholas Piramal India Limited (now Piramal Enterprises Limited), where he was responsible for the turnaround and robust growth of all divisions under his leadership. He was in this position till April 2004, when he took up his current position.

Mr. Piramal holds a Bachelor of Science (Physics) degree from Kings College London and an MBA (specializing in Finance and Strategy) from the London Business School.

**W:** [www.integralgarments.com](http://www.integralgarments.com) **@:** [corporatesecretarial@integralgarments.com](mailto:corporatesecretarial@integralgarments.com)

**☎:** 022-66154651

**CIN No.:** L18109MH2007PLC172888

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## **Brief profile of Mr. R. K. Rewari**

Mr. Rajendar Kumar Rewari is the Managing Director of the Company. In addition to this, he also heads the textiles business at the Ashok Piramal Group.

He has been associated with the textiles sector for 3 decades. Mr. Rewari is a Science Graduate and has done his Post-Graduate Degree in Business Management from Kurukshetra University in Haryana. He has also done Management Education Programme (MEP) from IIM, Ahmedabad.

Prior to this, he was associated with the Vardhman Group since 1981. As the Chief Executive (Marketing), he shouldered the responsibility of establishing Vardhman globally as a supplier of finished fabrics.

Besides this, he is also associated with various associations of the textile industry. He is the Chairman of the Mill Owner's Association (MOA) and a Committee Member of Confederation of Indian Textile Industry (CITI).

## **Brief profile of Ms. Juthika Palav**

Ms. Juthika Palav, Independent Director of the Company, has done her Graduation from MVLU College, Mumbai University. Ms. Juthika Palav was associated with reputed groups such as Taj Group of Hotels.

## **Brief profile of Mr. Shardul Doshi**

Mr. Shardul Doshi, Independent Director of the Company, is an associate member of The Institute of Chartered Accountants of India, The Institute of Cost Accountants of India and The Institute of Company Secretaries of India. He has worked in various capacities in companies like at Owens Corning India Limited & Dodsals Corporation Limited. He has over 20 years of work experience.

**FORM No. MGT-13**  
**CONSOLIDATED SCRUTINIZER'S REPORT**  
*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies*  
*(Management and Administration) Rules, 2014]*

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To,

**The Chairman,**

12<sup>th</sup> Annual General Meeting of

**Integra Garments and Textiles Limited**

Held on Saturday, 21<sup>st</sup> September, 2019 at

Plot No. G2-M.I.D.C. Industrial Estate,

Post: Salai Dhaba, Butibori, Nagpur - 441122.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report of Remote E-Voting and Poll conducted at the  
12<sup>th</sup> Annual General Meeting of Integra Garments and Textiles Limited held on  
Saturday, 21<sup>st</sup> September, 2019 at 10:00 a.m.**

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We, Dhrumil Shah (E-Voting Scrutinizer) and Mr. Kaustubh Onkar Moghe (Poll Scrutinizer), Practicing Company Secretaries, have been appointed as Scrutinizers by the Board of Directors of Integra Garments and Textiles Limited, pursuant to Section 108 and 109 of the Companies Act, 2013("the Act") read with Rule 20, 21 of the Companies (Management and Administration) Rules, 2014, to conduct the Remote E-Voting process and to scrutinize Ballot forms received from the shareholders at the AGM Venue in respect of the below mentioned resolutions passed at the Annual General Meeting of Integra Garments and Textiles Limited held on Saturday, 21<sup>st</sup> September, 2019 at 10:00 a.m.

The Notice dated 27<sup>th</sup> May, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company. The dispatch of notice of said AGM was duly completed on 26<sup>th</sup> August, 2019.

The Company had availed the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-Voting by the Shareholders of the Company.

The Company had also provided voting facility through physical ballot forms to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 13<sup>th</sup> September, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for Remote E-Voting commenced on Wednesday, 18<sup>th</sup> September, 2019 at 10:00 a.m. (IST) and ended on Friday, 20<sup>th</sup> September, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

Mr. Dhruvil M Shah (e-voting scrutinizer), scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system.

After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in the presence of Mr. Kaustubh Onkar Moghe (poll scrutinizer) with due identification marks placed by him.

The locked ballot boxes were subsequently opened in the presence of the poll scrutinizer and poll papers were diligently scrutinized by the poll scrutinizer. The poll papers were reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

Mr. Kaustubh Onkar Moghe did not find any incomplete or defective ballot paper. We now submit our consolidated Report as under on the result of the remote e-voting and voting at the meeting through ballot paper in respect of the said Resolutions.

**Item No. 1- Ordinary Resolution:-**

*Ordinary Resolution for adoption of the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the reports of the directors and auditors thereon.*

**Physical Voting**

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	43	2,21,58,902	-
2.	Less-Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	43	2,21,58,902	100.00%
4.	Physical ballot forms with assent	43	2,21,58,902	100.00%
5.	Physical ballot forms with dissent.	-	-	-

**E-Voting**

Sr. No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	6	5,058	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	6	5,058	100.00%
4.	E-voting with assent	5	4,488	88.73%
5.	E-voting with dissent.	1	570	11.27%

**Total**

Sr. No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	49	2,21,63,960	
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	49	2,21,63,960	100.00%
4.	Voting with assent	48	2,21,63,390	99.99%
5.	Voting with dissent.	1	570	0.01%

**Item No. 2- Ordinary Resolution:-**

*Ordinary Resolution for re-appointment of Mr. Harshvardhan A. Piramal (DIN: 00044972) Non- Executive Director, who retires by rotation and being eligible, has offered himself for reappointment.*

**Physical Voting**

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	43	2,21,58,902	-
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5.	Voting with dissent.	1	570	0.01%

### **Item No. 3- Special Resolution:-**

*Special Resolution for re-appointment of Mr. R. K. Rewari (DIN: 00619240) as the Managing Director of the Company to hold office for a period of three years w.e.f. 10<sup>th</sup> November, 2018.*



### Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
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#### **Item No. 4- Ordinary Resolution**

*Ordinary Resolution for appointment of Ms. Juthika Palav (DIN: 08331910) as an Independent Director of the Company for 5 (five) consecutive years on the Board of the Company with effect from 07<sup>th</sup> February, 2019.*

#### **Physical Voting**

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
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#### **E-Voting**

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5.	Voting with dissent.	1	570	0.01%

**Item No. 5- Special Resolution**

Special Resolution for re-appointment of Mr. Shardul Doshi (DIN: 02486626), as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company with effect from 23<sup>rd</sup> September, 2019.

**Physical Voting**

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
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5.	Voting with dissent.	1	570	0.01%

### **Item No. 6- Special Resolution**

*Special Resolution for Offer/ Invitation of NCDs on a Private Placement basis upto a limit of Rs. 50 Crores (Rupees Fifty Crores only) for a period of one year commencing immediately from the date of passing of this resolution.*

### Physical Voting

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5.	Voting with dissent.	1	570	0.01%

A list of equity shareholders who voted "FOR" and "AGAINST" is sent by electronic mode to the Company Secretary /Chairman of the Company.

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



**KAUSTUBH ONKAR MOGHE**  
**PRACTICING COMPANY SECRETARY**  
Memb. No. - ACS No. 31541  
Place: Nagpur  
Date: 21/09/2019



**FOR DHRUMIL M. SHAH & CO.**

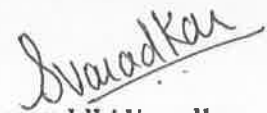
UDIN: F008021A000013103



**DHRUMIL SHAH**  
**PRACTICING COMPANY SECRETARY**  
Memb. No. - FCS No. 8021  
Place: Mumbai  
Date: 21/09/2019



**For Integra Garments And Textiles Limited**

**Samruddhi Varadkar**  
**Company secretary**