

INTEGRA GARMENTS AND TEXTILES LIMITED

(formerly known as Five Star Mercantile Limited)

Plot No: G2, MIDC Industrial Estate, Post Salai Dhaba, Butibori, Nagpur: 441108

Corporate Relations Department BSE Limited, 1 st Floor, New Trading Wing Rotunda Building, P J Towers Dalal Street, Fort Mumbai 400 001 Company Code: 532621	The Market Operations Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai 400 051 Company Code: MORARJEE
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23rd September, 2016


Dear Sir/ Ma'am,

Sub: Outcome of the voting at the 9th Annual General Meeting ("AGM") of Integra Garments and Textiles Limited

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 9th AGM of the shareholders of Integra Garments and Textiles Limited was held today i.e. 23rd September, 2016 at 9:30 a.m. at Plot No. G2- M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur - 441108. We are enclosing herewith the brief proceedings the AGM as **Annexure-A** pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting the details of the voting results of the business transacted at the AGM in the format prescribed, SEBI vide their circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 along with the Consolidated Report of the Scrutinizers on remote e-voting and voting through Physical Ballot at the AGM as **Annexure - B**.

Yours truly,
For **Integra Garments and Textiles Limited**


Tanmay Bhat
Company Secretary
Encl.: As above



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☎: 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: 441108

Annexure-A

Brief of Proceedings at AGM

The following businesses as contained in the notice of the AGM were duly approved by shareholders, with requisite majority:

1. **Ordinary Resolution** for Adoption of Financial Statements for the year ended 31st March, 2016.
2. **Ordinary Resolution** for re-appointment of Mr. Harsh A. Piramal (DIN: 00044972) as a Director.
3. **Ordinary Resolution** for re-appointment of M/s. D. Dadheech & Co., as the Statutory Auditors of the Company for the FY 2016-17 and fixing their remuneration.
4. **Special Resolution** for appointment of Mr. R. K. Rewari as the Managing Director for a period of 3 years w.e.f. 10th November, 2015.
5. **Special Resolution** to approve issue of Non-Convertible Debentures (NCDs) on a private placement basis.



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Annexure - B

Date of the AGM:	23-Sep-16
Total Number of shareholders on record date:	18066
No. of shareholders present in the meeting either in person or through proxy:	42
Promoters and Promoter Group:	6
Public:	36
No. of Shareholders attended the meeting though Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	NIL

Item No. 1 - Adoption of Financial Statements for the year ended 31st March, 2016

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	0	0	0	0	0	0	0
	Poll	23085238	23085238	100%	23085238	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	23085238	23085238	100%	23085238	0	100%	0
Public - Institutions	E-voting	0	0	0%	0	0	0%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0	0%	0	0	0%	0
Public - Non Institutions	E-voting	1271	1271	100%	1270	1	99.92%	0.08%
	Poll	669248	669248	100%	669248	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	670519	670519	100%	670518	1	100%	0.00
Total*		23755757	23755757	100%	23755756	1	100%	0.00

Item No. 2 - Re-appointment of Mr. Harsh A. Piramal (DIN: 00044972) as Director

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	0	0	0	0	0	0	0
	Poll	23085238	23085238	100%	23085238	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	23085238	23085238	100%	23085238	0	100%	0
Public - Institutions	E-voting	0	0	0%	0	0	0%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0	0%	0	0	0%	0
Public - Non Institutions	E-voting	1271	1271	100%	1270	1	99.92%	0.08%
	Poll	669248	669248	100%	669248	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	670519	670519	100%	670518	1	100%	0.00
Total*		23755757	23755757	100%	23755756	1	100%	0.00

Harsh A. Piramal



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Plot No: G2, MIDC Industrial Estate, Post Salai Dhaba, Butibori, Nagpur: 441108

Item No. 3 - Re-appointment of M/s. D. Dadheech & Co., as the Statutory Auditors of the Company for the FY 2016-17 and fixing their remuneration

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	0	0	0%	0	0	0%	0
	Poll	23085238	23085238	100%	23085238	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	23085238	23085238	100%	23085238	0	100%	0
Public - Institutions	E-voting	0	0	0%	0	0	0%	0
	Poll	0	0	0%	0	0	0%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0	0%	0	0	0%	0
Public - Non Institutions	E-voting	1271	1271	100%	1270	1	99.92%	0.08%
	Poll	669248	669248	100%	669248	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	670519	670519	100%	670518	1	100%	0.00
Total*		23755757	23755757	100%	23755756	1	100%	0.00

Item No. 4 - Appointment of Mr. R. K. Rewari as the Managing Director for a period of 3 years w.e.f. 10th November, 2015.

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	0	0	0%	0	0	0%	0
	Poll	23085238	23085238	100%	23085238	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	23085238	23085238	100%	23085238	0	100%	0
Public - Institutions	E-voting	0	0	0%	0	0	0%	0
	Poll	0	0	0%	0	0	0%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0	0%	0	0	0%	0
Public - Non Institutions	E-voting	1271	1271	100%	1270	1	99.92%	0.08%
	Poll	669248	669248	100%	669248	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	670519	670519	100%	670518	1	100%	0.00
Total*		23755757	23755757	100%	23755756	1	100%	0.00

Item No. 5 - Approval of issue of Non-Convertible Debentures (NCDs) on a 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	0	0	0%	0	0	0%	0
	Poll	23085238	23085238	100%	23085238	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	23085238	23085238	100%	23085238	0	100%	0
Public - Institutions	E-voting	0	0	0%	0	0	0%	0
	Poll	0	0	0%	0	0	0%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0	0%	0	0	0%	0
Public - Non Institutions	E-voting	1271	1271	100%	1270	1	99.92%	0.08%
	Poll	669248	669248	100%	669248	0	100%	0
	Postal Ballot	-	-	-	-	-	-	-
	Total	670519	670519	100%	670518	1	100%	0.00
Total*		23755757	23755757	100%	23755756	1	100%	0.00

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FORM No. MGT-13

COMBINED SCRUTINIZER'S REPORT

(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 Chairman

9th Annual General Meeting of
Integra Garments and Textiles Limited
Held on Friday, 23rd September, 2016 at
Plot No. G2-M.I.D.C. Industrial Estate,
Post: Salai Dhaba, Butibori, Nagpur - 441108.

Dear Sir,

Sub: Consolidated Scrutinizer's Report of Remote E-Voting and Poll conducted at the Annual General Meeting of Integra Garments and Textiles Limited held on Friday, 23rd September, 2016 at 9.30 a.m.

We, Dhrumil Shah (E-Voting Scrutinizer) & 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 of the Companies Act, 2013 ("the Act") read with Rule 20, 21(2) 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 Friday, 23rd September, 2016 at 9.30 a.m.

The Notice dated 21st May, 2016 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 26th August 2016.



1



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 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 16th September, 2016 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 20th September, 2016 at 10:00 a.m. (IST) and ended on 22nd September, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

Mr. Dhrumil 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 boxes kept for polling were 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 poll scrutinizer and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



2



The poll papers, which was incomplete and/or which was otherwise found defective has been treated as invalid and kept separately.

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 Financial Statements for the year ended 31st March, 2016.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	43	2,37,54,487	-
2.	Less-Invalid Physical ballot forms	1	1	-
3.	Net valid Physical ballot forms	42	2,37,54,486	-
4.	Physical ballot forms with assent	42	2,37,54,486	100.00 %
5.	Physical ballot forms with dissent.	0	0	0.00 %

E-Voting

Sr. No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	4	1,271	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	4	1,271	100.00 %
4.	E-voting with assent	3	1,270	99.92 %
5.	E-voting with dissent.	1	1	0.08 %



Total

Sr. No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	47	2,37,55,758	-
2.	Less-Invalid voting	1	1	-
3.	Net valid voting	46	2,37,55,757	100.00 %
4.	Voting with assent	45	2,37,55,756	100.00 %
5.	Voting with dissent.	1	1	0.00 %

Item No. 2- Ordinary Resolution-

Ordinary Resolution for re-appointment of Mr. Harsh A. Piramal (DIN: 00044972) as Director

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	43	2,37,54,487	-
2.	Less-Invalid Physical ballot forms	1	1	-
3.	Net valid Physical ballot forms	42	2,37,54,486	-
4.	Physical ballot forms with assent	42	2,37,54,486	100.00 %
5.	Physical ballot forms with dissent.	0	0	0.00 %



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4.	voting with assent	45	2,37,55,756	100.00 %
5.	voting with dissent.	1	1	0.00 %

Item No. 3- Ordinary Resolution-

Ordinary Resolution for re-appointment of M/s. D. Dadheech & Co., as the Statutory Auditors of the Company for the FY 2016-17 and fixing their remuneration.



Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	43	2,37,54,487	-
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2.	Less-Invalid voting	1	1	-
3.	Net valid voting	46	2,37,55,757	100.00 %



4.	voting with assent	45	2,37,55,756	100.00 %
5.	voting with dissent.	1	1	0.00 %

Item No. 4- Special Resolution

Special Resolution for the re-appointment of Mr. R. K. Rewari as the Managing Director (DIN 00619240) for a period of 3 years w.e.f. 10th November, 2015.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	43	2,37,54,487	-
2.	Less-Invalid Physical ballot forms	1	1	-
3.	Net valid Physical ballot forms	42	2,37,54,486	-
4.	Physical ballot forms with assent	42	2,37,54,486	100.00 %
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3.	Net valid voting	46	2,37,55,757	100.00 %
4.	Voting with assent	45	2,37,55,756	100.00 %
5.	Voting with dissent.	1	1	0.00 %

Item No. 5- Special Resolution

Special Resolution to approve issue of Non-Convertible Debentures (NCDs) on a private placement basis

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	43	2,37,54,487	-
2.	Less-Invalid Physical ballot forms	1	1	-
3.	Net valid Physical ballot forms	42	2,37,54,486	-
4.	Physical ballot forms with assent	42	2,37,54,486	100.00 %
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2.	Less-Invalid E-voting	0	0	-
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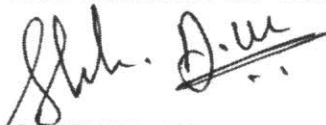
Total

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4.	voting with assent	45	2,37,55,756	100.00 %
5.	voting with dissent.	1	1	0.00 %


23/09/2016
KAUSTUBH ONKAR MOGHE
PRACTICING COMPANY SECRETARY
Memb. No. - ACS No. 31541
Place: Nagpur
Date: 23-09-2016



FOR DHRUMIL M. SHAH & CO.


DHRUMIL SHAH
PRACTICING COMPANY SECRETARY
Memb. No. - FCS No. 8021
Place: Mumbai
Date: 23-09-2016

