

Ref: IEIL/AGM/35
Date: 21/07/2017

To,

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

Sub: Remote e-voting and poll results for the 35th Annual General Meeting held on July 19, 2017

Scrip code: 505358

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the remote e-voting and poll results along with Scrutinizer's Report for the 35th Annual General Meeting of the Company held on July 19, 2017.

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


Harneetkaur Anand
Company Secretary
Encl: as above



INTEGRA Engineering India Limited

Registered Office & Works Unit - I : Post Box No. 55, Chandrapura Village, Tal. : Halol - 389 350. Dist. Panchmahals, Gujarat, India

Phone : +91-2676-221870, 90999 18471, Fax : +91-2676-220887

Works Unit - II : Halol-Champaner Road, P.O. Chandrapura, Tal. : Halol - 391 520. Dist. Panchmahals, Gujarat, India

Phone : +91-99240 99268 - 93240 99269

www.integraengineering.in

E-mail : info@integraengineering.in

CIN : L29199GJ1981PLC028741



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO.
PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
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maildpathak@yahoo.co.in

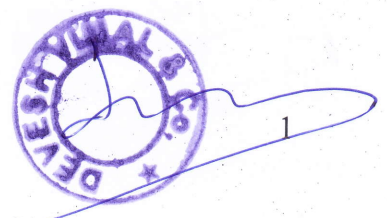
204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

Date: 21st July, 2017.

TO
CHAIRMAN,
INTEGRA ENGINEERING INDIA LIMITED
P.O. Box No. 55, Chandrapura Village,
Taluka Halol, Panchmahal,
Gujarat - 389350

Dear Sir,

1. I, Devesh A. Pathak, Practising Company secretary in Practice, have been appointed as scrutinizer by
 - (i) The Board of Directors of Integra Engineering India Limited at its Meeting held on 11th May, 2017 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 35th Annual General Meeting (AGM) held on Wednesday, 19th July, 2017 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 Chairman of the 35th Annual General Meeting held on 19th July, 2017 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, Panchmahal, 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. My 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.





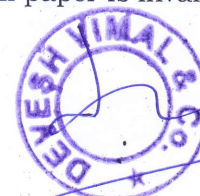
3. I have issued separate Scrutinizer's Report dtd 21st July, 2017 on the e-voting and separate report on poll dtd 21st July, 2017 on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting (including ballots) and poll in respect of aforesaid resolutions as follows:

| Sr. No. | Particulars | Resolution-1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 st , 2017 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|-----------------|------------|-----------------|----------------|
| | | 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 | 40 | 1 | 41 | 18829446 | 10 | 18829456 | 100 |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 4* | 0 | 4* | 74250 | 0 | 74250 | |
| 3 | VALID BALLOTS/E-VOTES | 36 | 1 | 37 | 18755196 | 10 | 18755206 | 99.6057 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 36 | 1 | 37 | 18755196 | 10 | 18755206 | 99.6057 |
| 5 | BALLOTS/E-VOTES AGAINST | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS/E-VOTES | 36 | 1 | 37 | 18755196 | 10 | 18755206 | 99.6057 |

* The poll papers are invalid as they are unsigned.

| Sr. No. | Particulars | Resolution-2: To appoint a Director in place of Ms. Corrinne Raez having DIN: 03531399, who retires by rotation and is eligible for re-appointment. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|---|----------------|-----------|-----------------|------------|-----------------|----------------|
| | | 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 | 40 | 1 | 41 | 18829446 | 10 | 18829456 | 100 |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 5** | 0 | 5** | 74350 | 0 | 74350 | |
| 3 | VALID BALLOTS/E-VOTES | 35 | 1 | 36 | 18755096 | 10 | 18755106 | 99.6051 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 35 | 1 | 36 | 18755096 | 10 | 18755106 | 99.6051 |
| 5 | BALLOTS/E-VOTES AGAINST | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS/E-VOTES | 35 | 1 | 36 | 18755096 | 10 | 18755106 | 99.6051 |

** Four poll papers are invalid as they are unsigned while one poll paper is invalid as it is neither assented nor dissented.





| Sr. No. | Particulars | Resolution-3: To appoint M/s. K.C. Mehta & Co., Chartered Accountants (Registration No. FRN 106237W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company and to fix their remuneration. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|-----------------|------------|-----------------|----------------|
| | | 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 | 40 | 1 | 41 | 18829446 | 10 | 18829456 | 100 |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 7^ | 0 | 7^ | 75355 | 0 | 75355 | |
| 3 | VALID BALLOTS/E-VOTES | 33 | 1 | 34 | 18754091 | 10 | 18754101 | 99.5998 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 33 | 1 | 34 | 18754091 | 10 | 18754101 | 99.5998 |
| 5 | BALLOTS/E-VOTES AGAINST | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS/E-VOTES | 33 | 1 | 34 | 18754091 | 10 | 18754101 | 99.5998 |

^ Four poll papers are invalid as they are unsigned while three poll papers are invalid as votes have not been cast.

| Sr. No. | Particulars | Resolution-4: Approval for Related Party Transactions under Section 188 of the Companies Act, 2013. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|---|----------------|-----------|-----------------|------------|-----------------|----------------|
| | | 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 | 40 | 1 | 41 | 18829446 | 10 | 18829456 | 100 |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 5^^ | 0 | 5^^ | 74300 | 0 | 74300 | |
| 3 | VALID BALLOTS/E-VOTES | 35 | 1 | 36 | 18755146 | 10 | 18755156 | 99.6054 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 35 | 1 | 36 | 18755146 | 10 | 18755156 | 99.6054 |
| 5 | BALLOTS/E-VOTES AGAINST | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS/E-VOTES | 35 | 1 | 36 | 18755146 | 10 | 18755156 | 99.6054 |

^^ Four poll papers are invalid as they are unsigned while one poll paper is invalid as it is neither assented nor dissented.





- (4) I 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,

CS DEVESH A. PATHAK

Practising Company Secretary
Membership no. 4559



Place: Vadodara

Date: 21st July, 2017



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betal

B.Com., A.C.S.

DEVESH VIMAL & CO.
PRACTISING COMPANY SECRETARIES

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maildpathak@yahoo.co.in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE

SAYAJIGUNJ, VADODARA-390 020

REGD. TRADEMARK AGENT

SCRUTINIZERS REPORT ON E-VOTING

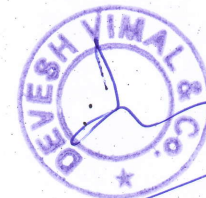
TO
CHAIRMAN,
INTEGRA ENGINEERING INDIA LIMITED

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

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 35th 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) I, Devesh A. Pathak, Practising Company Secretary, has 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 4 to be passed at the 35th Annual General meeting of the Company to be held on Wednesday, 19th July, 2017 as set out in the Notice dated 11th May, 2017 with statement setting out materials 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. My 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.





- (3) The e-voting facility remained open from Sunday, 16th July, 2017 at 9.00 a.m. to Tuesday, 18th July, 2017 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 12th July, 2017 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 19th July, 2017 at 6:10 p.m. in presence of two witnesses viz. Ms. Reshma Pillai and Ms. Yamini Arora 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 and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2017 and the Reports of the Board of Directors and the Auditors thereon.

(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | | |
|---------|-----------------------------|------------------|----------------|-----------|-------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 1 | 10 | 10 | |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | |
| 3 | VALID VOTES | 1 | 10 | 10 | 100% |
| 4 | VOTES IN FAVOUR | 1 | 10 | 10 | 100% |
| 5 | VOTES AGAINST | 0 | 0 | 0 | 0% |
| | TOTAL VALID E- VOTES | 1 | 10 | 10 | 100% |





Resolution: 2

To appoint a Director in place of Ms. Corrinne Raez having DIN: 03531399, who retires by rotation and is eligible for re-appointment.

(Ordinary Resolution)

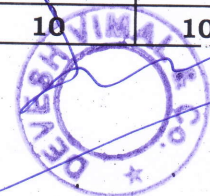
| Sr. No. | Particulars | Electronic Votes | | | |
|---------|-----------------------------|------------------|----------------|-----------|-------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 1 | 10 | 10 | |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | |
| 3 | VALID VOTES | 1 | 10 | 10 | 100% |
| 4 | VOTES IN FAVOUR | 1 | 10 | 10 | 100% |
| 5 | VOTES AGAINST | 0 | 0 | 0 | 0% |
| | TOTAL VALID E- VOTES | 1 | 10 | 10 | 100% |

Resolution: 3

To appoint M/s. K.C. Mehta & Co., Chartered Accountants (Registration No. FRN 106237W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company and to fix their remuneration.

(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | | |
|---------|----------------------------|------------------|----------------|-----------|-------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 1 | 10 | 10 | |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | |
| 3 | VALID VOTES | 1 | 10 | 10 | 100% |
| 4 | VOTES IN FAVOUR | 1 | 10 | 10 | 100% |
| 5 | VOTES AGAINST | 0 | 0 | 0 | 0% |
| | TOTAL VALID BALLOTS | 1 | 10 | 10 | 100% |





SPECIAL BUSINESS

Resolution: 4

Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.


(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | | |
|---------|----------------------------|------------------|----------------|-----------|-------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 1 | 10 | 10 | |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | |
| 3 | VALID VOTES | 1 | 10 | 10 | 100% |
| 4 | VOTES IN FAVOUR | 1 | 10 | 10 | 100% |
| 5 | VOTES AGAINST | 0 | 0 | 0 | 0% |
| | TOTAL VALID BALLOTS | 1 | 10 | 10 | 100% |

(7) I 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.

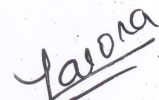
Thanking you,

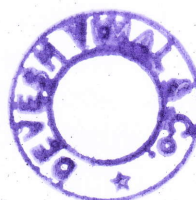

CS Devesh A. Pathak
(FCS No. 4559)

At Vadodara, 21st day of July, 2017

Witnesses to unblocking of e-votes cast


(Reshma Pillai)


(Yamini Arora)





CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO.
PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020

REGD. TRADEMARK AGENT

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

CHAIRMAN

INTEGRA ENGINEERING INDIA LIMITED

P.O. Box No. 55, Chandrapura Village,

Taluka Halol, Panchmahal,

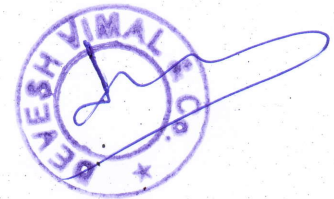
Gujarat - 389350

Annual General Meeting of the Equity Shareholders of **INTEGRA ENGINEERING INDIA LIMITED** held on Wednesday, 19th July, 2017 at 4.00 p.m. at Registered Office of Company at P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahal, Gujarat - 389350.

Dear Sir,

I, CS Devesh A. Pathak, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 35th Annual General Meeting of the Equity Shareholders of **INTEGRA ENGINEERING INDIA LIMITED** held on Wednesday, 19th July, 2017 at 4.00 p.m. at the Registered Office of Company at P.O. Box No. 55, Chandrapura Village, Taluka Halol, Panchmahal, 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:





ORDINARY BUSINESS:

(1) Resolution No. 1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2017 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 |
|--|------------------------------|---------------------------------------|
| 36 | 18,755,196 | 99.6057% |

(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 |
|---|------------------------------------|
| 4* | 74,250 |

* The poll papers are invalid as they are unsigned.





(2) Resolution No. 2

To appoint a Director in place of Ms. Corrinne Raez having DIN: 03531399, who retires by rotation and is eligible for re-appointment.

(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 |
|--|------------------------------|---------------------------------------|
| 35 | 18,755,096 | 99.6051% |

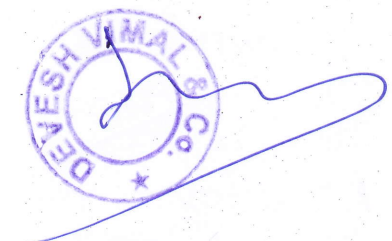
(II) Voted **against** the resolution:

| 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** | 74,350 |

** Four poll papers are invalid as they are unsigned while one poll paper is invalid as it is neither assented nor dissented.





(3) Resolution No. 3

To appoint M/s. K.C. Mehta & Co., Chartered Accountants (Registration No. FRN 106237W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company and to fix their remuneration.

(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 |
|--|------------------------------|---------------------------------------|
| 33 | 18,754,091 | 99.5998% |

(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 |
|---|------------------------------------|
| 7 [^] | 75,355 |

[^] Four poll papers are invalid as they are unsigned while three poll papers are invalid as votes have not been cast.





SPECIAL BUSINESS:

(4) Resolution No. 4

Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.

(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 |
|--|------------------------------|---------------------------------------|
| 35 | 18,755,146 | 99.6054% |

(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^^ | 74,300 |

^^ Four poll papers are invalid as they are unsigned while one poll paper is invalid as it is neither assented nor dissented.

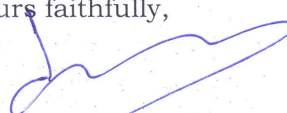




5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


CS Devesh A. Pathak
FCS 4559



Place: Vadodara

Date : 21st July, 2017