

Ref: IEIL/AGM/36  
Date: 21/07/2018

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 36<sup>th</sup> Annual General Meeting held on July 19, 2018**  
**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 36<sup>th</sup> Annual General Meeting of the Company held on July 19, 2018.

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 9926:  
www.integraengineering.in E-mail : info@integraengineering.in CIN : L29199GJ1981PLC028741



*CS Devesh A. Pathak*

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

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

*CS Vimal Betai*

B.Com., F.C.S.

**DEVESH VIMAL & CO.**

**PRACTISING COMPANY SECRETARIES**

PHONE : 0265-2562175

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NR. AYURVEDIC COLLEGE, OUTSIDE PANIGATE,

VADODARA-390 019

Date: 20<sup>th</sup> July, 2018.

**TO  
CHAIRPERSON,  
INTEGRA ENGINEERING INDIA LIMITED**

P.O. Box No. 55, Chandrapura Village,  
Taluka Halol, Panchmahals,  
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 3<sup>rd</sup> May, 2018 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 36<sup>th</sup> Annual General Meeting (AGM) held on Thursday, 19<sup>th</sup> July, 2018 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 36<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> July, 2018 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. 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.



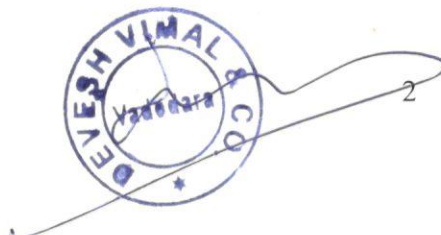
3. I have issued separate Scrutinizer's Report dtd 20<sup>th</sup> July, 2018 on the e-voting and separate report on poll dtd 20<sup>st</sup> July, 2018 on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting (including ballots) and poll in respect of aforesaid 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 <sup>st</sup> , 2018 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	37	5	42	18862491	3012	18865503	
2	LESS: INVALID BALLOTS/E-VOTES	3*	0	3*	-	0	-	
3	VALID BALLOTS/E-VOTES	34	5	39	18862491	3012	18865503	100
4	BALLOTS/E-VOTES IN FAVOUR	34	5	39	18862491	3012	18865503	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	<b>34</b>	<b>5</b>	<b>39</b>	<b>18862491</b>	<b>3012</b>	<b>18865503</b>	<b>100</b>

\* Not shareholders as of cutoff date.

Sr. No.	Particulars	Resolution-2: To appoint a Director in place of Mr. Adrian Oehler having DIN: 00360332, 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	37	5	42	18862491	3012	18865503	
2	LESS: INVALID BALLOTS/E-VOTES	3**	0	3**	-	0	-	
3	VALID BALLOTS/E-VOTES	34	5	39	18862491	3012	18865503	100
4	BALLOTS/E-VOTES IN FAVOUR	34	5	39	18862491	3012	18865503	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	<b>34</b>	<b>5</b>	<b>39</b>	<b>18862491</b>	<b>3012</b>	<b>18865503</b>	<b>100</b>

\*\* Not Shareholders as of cutoff date.





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	37	5	42	18862491	3012	18865503	
2	LESS: INVALID BALLOTS/E-VOTES	4***	0	4***	18723341	0	18723341	
3	VALID BALLOTS/E-VOTES	33	5	38	139150	3012	142162	100
4	BALLOTS/E-VOTES IN FAVOUR	33	5	38	139150	3012	142162	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	<b>33</b>	<b>5</b>	<b>38</b>	<b>139150</b>	<b>3012</b>	<b>142162</b>	<b>100</b>

\*\*\* Three of them were not shareholders as of cutoff date. (Based on the shareholding pattern and distribution schedule as of cutoff date)

\*\*\* One shareholder being interested in the resolution, the vote is considered invalid.

(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: 20<sup>th</sup> July, 2018



*CS Devesh A. Pathak*

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

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

*CS Vimal Betai*

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**DEVESH VIMAL & CO.**

PRACTISING COMPANY SECRETARIES

PHONE : 0265-2562175

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NR. 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 36<sup>th</sup> 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 3 to be passed at the 36<sup>th</sup> Annual General meeting of the Company to be held on Thursday, 19<sup>th</sup> July, 2018 as set out in the Notice dated 24<sup>th</sup> May, 2018 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 Monday, 16<sup>th</sup> July, 2018 at 9.00 a.m. to Wednesday, 18<sup>th</sup> July, 2018 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 12<sup>th</sup> July, 2018 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 19<sup>th</sup> July, 2018 at 3:36 p.m. in presence of two witnesses viz. Ms. Roshni Navlani and Mr. Ajay Dhokiya 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 31<sup>st</sup>, 2018 and the Reports of the Board of Directors and the Auditors thereon.

**(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes			Total (%)
		No. of Members	No. of E-Votes	Total	
1	VOTES CAST	5	3012	3012	
2	LESS: INVALID VOTES	NIL	NIL	NIL	
3	VALID VOTES	5	3012	3012	100%
4	VOTES IN FAVOUR	5	3012	3012	100%
5	VOTES AGAINST	0	0	0	0%
	<b>TOTAL VALID E- VOTES</b>	<b>5</b>	<b>3012</b>	<b>3012</b>	<b>100%</b>





**Resolution: 2**

To appoint a Director in place of Ms. Adrian Oehler having DIN: 00360332, 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	5	3012	3012	
2	LESS: INVALID VOTES	NIL	Nil	NIL	
3	VALID VOTES	5	3012	3012	100%
4	VOTES IN FAVOUR	5	3012	3012	100%
5	VOTES AGAINST	0	0	0	0%
	<b>TOTAL VALID E- VOTES</b>	<b>5</b>	<b>3012</b>	<b>3012</b>	<b>100%</b>

**SPECIAL BUSINESS**

**Resolution: 3**

Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.  
**(Ordinary Resolution)**

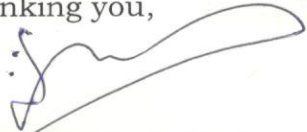
Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	5	3012	3012	
2	LESS: INVALID VOTES	NIL	Nil	NIL	
3	VALID VOTES	5	3012	3012	100%
4	VOTES IN FAVOUR	5	3012	3012	100%
5	VOTES AGAINST	0	0	0	0%
	<b>TOTAL VALID BALLOTS</b>	<b>5</b>	<b>3012</b>	<b>3012</b>	<b>100%</b>





- (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.

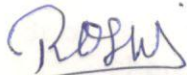
Thanking you,

  
CS Devesh A. Pathak  
(FCS No. 4559)

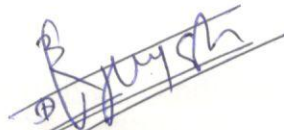


At Vadodara, 20<sup>th</sup> day of July, 2018

Witnesses to unblocking of e-votes cast



(Roshni Navlani)



(Ajay Dhokiya)