

# 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

September 27, 2018

Dear Sir/ Ma'am,

## **Sub: Outcome and proceedings of 11<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 11<sup>th</sup> AGM of the Company held on today i.e. 27<sup>th</sup> September, 2018 at Plot No. G2- M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur, Maharashtra - 441122:

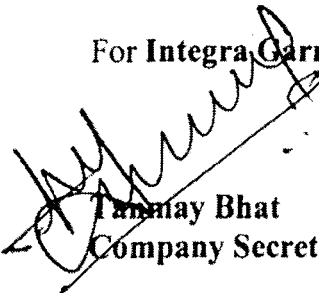
1. Adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018.
2. Re-appointment of Mr. Harshvardhan A. Piramal as a Director who was retiring at the AGM and had offered himself for re-appointment.
3. Ratification of appointment of M/s C. S. Chaubey & Co., as the Statutory Auditors of the Company for a remaining period of 4 years and to authorize the Board of Directors to fix their remuneration.
4. Authorize Board of Directors to issue and offer Non-Convertible Debentures on private placement basis upto an amount not exceeding Rs. 50 Crore.

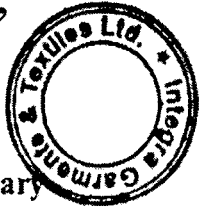
The consolidated scrutinizers' report of Mr. Dhruvil Shah and Mr. Kaustubh Moghe, Practicing Company Secretary on the remote e-voting and the voting on poll at the AGM, respectively is enclosed herewith.

Request you to take the same on record and oblige.

Yours truly,

For ~~Integra Garments and Textiles Limited~~

  
Tanmay Bhat  
Company Secretary



Encl: A/a

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☎: 022-66154651

CIN No.: L18109MH2007PLC172888

**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,**

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

Integra Garments and Textiles Limited

Held on Thursday, 27<sup>th</sup> September, 2018 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 11<sup>th</sup> Annual General Meeting of Integra Garments and Textiles Limited held on Thursday, 27<sup>th</sup> September, 2018 at 11:30 a.m.**

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We, Dhruvil 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 Thursday, 27<sup>th</sup> September, 2018 at 11:30 a.m.

The Notice dated 28<sup>th</sup> May, 2018 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 1<sup>st</sup> September, 2018.

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 14<sup>th</sup> September, 2018 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 Monday, 24<sup>th</sup> September, 2018 at 10:00 a.m. (IST) and ended on Wednesday, 26<sup>th</sup> September, 2017 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

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 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, 2018 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	44	2,22,44,033	100.00
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	44	2,22,44,033	100.00
4.	Physical ballot forms with assent	44	2,22,44,033	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	6	4,922	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	6	4,922	-
4.	E-voting with assent	5	4,352	88.42
5.	E-voting with dissent.	1	570	11.58

**Total**

Sr. No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	50	2,22,48,955	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	50	2,22,48,955	100.00
4.	Voting with assent	49	2,22,48,385	99.99
5.	Voting with dissent.	1	570	0.01

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

*Ordinary Resolution for re-appointment of Mr. Harsh A. Piramal (DIN: 0044972) as Director, who retires by rotation and offered himself for re-appointment*

**Physical Voting**

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5.	Voting with dissent.	1	570	0.01

**Item No. 3- Ordinary Resolution-**

*Ordinary Resolution for appointment of M/s. C. S. Chaubey & Co., Chartered Accountants (Firm Registration No. 138267W) as the Statutory Auditors of the Company for the remaining term of four years and fixing their remuneration.*

***Physical Voting***

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#### **Item No. 4- 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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#### **E-Voting**

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4.	Voting with assent	49	2,22,48,385	99.99
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: 27/09/2018



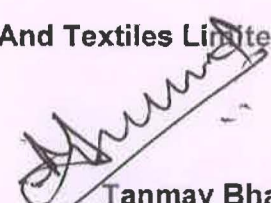
**FOR DHRUMIL M. SHAH & CO.**

  
**DHRUMIL SHAH**  
**PRACTICING COMPANY**  
**SECRETARY**  
Memb. No. - FCS No. 8021  
Place: Mumbai  
Date: 27/09/2018



**For Integra Garments And Textiles Limited**



  
**Tanmay Bhat**  
**Company secretary**