

**Date: 19/07/2023**  
**IEIL/PAGM/41**

**To,**  
**The General Manager**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai - 400 001**  
**(O) 022-22728893**

**Sub: Proceedings of Forty first (41<sup>st</sup>) Annual General Meeting held on 19<sup>th</sup> July 2023**  
**Scrip Code - 505358**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of Forty first (41<sup>st</sup>) Annual General Meeting of Integra Engineering India Limited held on 19<sup>th</sup> July 2023.

Kindly take the same on record and disseminate to all concerned.

**Thanking you,**  
**For Integra Engineering India Limited**

**Harneetkaur Anand**  
**Company Secretary**  
**M. No. A33014**  
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

**Proceedings of the Forty first (41<sup>st</sup>) Annual General Meeting (AGM) of Integra Engineering India Limited held on Wednesday, 19<sup>th</sup> July 2023 at 03:00 p.m. IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and concluded at 04:20 p.m. IST**

Board Members Present:

Name	Designation	Chairpersonship/Chairmanship or Membership
<b>Mrs. Corinne Ruckstuhl</b>	Chairperson and Non-Executive Director	Chairperson of Corporate Social Responsibility Committee, Member of Stakeholders Relationship Committee, Audit Committee and Nomination and Remuneration Committee
<b>Mr. Adrian Oehler</b>	Non-Executive Director	Member of Corporate Social Responsibility Committee, Stakeholders Responsibility Committee
<b>Mr. Shalin Divatia</b>	Non-Executive Independent Director	Chairman of Audit Committee, Member of Stakeholders Relationship Committee, Nomination and Remuneration Committee
<b>Mr. Rahul Divan</b>	Non-Executive Independent Director	Member of Audit Committee
<b>Mr. Bhargav Patel</b>	Non-Executive Independent Director	Chairman of Nomination and Remuneration Committee, Member of Audit Committee
<b>Mr. Bharat Salhotra</b>	Non-Executive Independent Director	-

Leave of absence was granted to Mr. Mahendra Sanghvi, Non-Executive Independent Director and Mr. Shalin Divatia, Non-Executive Independent Director was appointed in the absence of Mr. Mahendra Sanghvi to answer the queries of investors as per Regulation 20 of the SEBI (LODR) Regulations, if any at the AGM.

In Attendance:

Name	Designation
<b>Mrs. Harneetkaur Anand</b>	Company Secretary

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Invitees:

Firm Name	Representative
<b>M/s. CNK &amp; Associates LLP., Statutory Auditor</b>	Mr. Pareen Shah
<b>M/s. Devesh Pathak and Associates Secretarial Auditor</b>	Mr. Devesh Pathak

Management Representatives:

Name	Designation
<b>Mr. Bhavin Kariya</b>	Chief Executive Officer
<b>Mr. Kunal Thakrar</b>	Chief Financial Officer

- ✚ Mrs. Harneetkaur Anand, Company Secretary warmly welcomed shareholders and introduced Board members, Management Representatives, Statutory and Secretarial Auditors and requested Chairperson to proceed with the meeting.
  
- ✚ Mrs. Corinne Ruckstuhl, Chairperson of the Company welcomed shareholders. After confirming the requisite quorum present through video conferencing, she called the AGM in order and commenced the proceedings. It was stated that the facility for appointment of proxies by the Members was not applicable as the AGM was held through video conferencing. Members were informed that the documents / registers as per the regulatory requirement were available for inspection electronically. She further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between Sunday, 16<sup>th</sup> July 2023 to Tuesday, 18<sup>th</sup> July 2023 as stated in the Notice of AGM. Later, all the participants were run through the business presentation briefing current status, challenges faced by the Company and way forward. Additionally, CSR initiatives taken by the Company were also highlighted by the Chairperson.
  
- ✚ The Chairperson informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchange i.e. BSE Limited. Since the Notice of the meeting was already circulated to all Members, the Notice convening the AGM, was taken as read. Since there were no qualifications, observations or Comments either in Statutory Auditors' Report or Secretarial Auditors' Report, they were not required to be read. She further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.
  
- ✚ The Chairperson further informed that Mr. Devesh Pathak, Practising Company Secretary was appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  
- ✚ It was then declared by the Chairperson that the results would be declared within

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48 hours from the conclusion of the AGM, based on the Scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchange.

- The Chairperson explained the objective and implications of following business as set out in the notice of the meeting and provided fair opportunity to the members to seek clarification or offer comment.

Sr. No.	Type of business	Type of resolution	Title
1	Ordinary	Ordinary	To Adopt Audited standalone and consolidated Financial Statements for the year ended 31st March 2023
2	Ordinary	Ordinary	To Appoint a Director in place of Mrs. Corinne Ruckstuhl, retiring Director
3	Special	Ordinary	To Ratify the remuneration of Cost Accountants of the Company
4	Special	Ordinary	To approve payment of commission to Non-Executive Non-Independent Director Mrs. Corinne Ruckstuhl within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2023
5	Special	Ordinary	To approve payment of commission to Non-Executive Non-Independent Director Mr. Adrian Oehler within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2023
6	Special	Ordinary	To approve payment of commission to Non-Executive Independent Director Mr. Shalin Divatia within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2023
7	Special	Ordinary	To approve payment of commission to Non-Executive Independent Director Mr. Rahul Divan within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2023
8	Special	Ordinary	To approve payment of commission to Non-Executive Independent Director Mr. Bhargav Patel within the overall ceiling

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			limit of 1% of net profits of the Company with effect from 31.03.2023
9	Special	Ordinary	To approve payment of commission to Non-Executive Independent Director Mr. Mahendra Sanghvi within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2023
10	Special	Special	To revise authority of the Board of Directors to Borrow pursuant section 180 (1)(c) of the Act
11	Special	Special	To authorise Board of Directors for Creation/Modification of mortgage/charge etc. on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013
12	Special	Special	To approve appointment of Mr. Bharat Salhotra (DIN:06388440) as Non-Executive Independent Director of the Company
13	Special	Ordinary	To approve payment of commission to Non-Executive Independent Director Mr. Bharat Salhotra within the overall ceiling limit of 1% of net profits of the Company with effect from 31.03.2024

- Four Members asked questions about the business prospects, order status, imports, exports, effect of railway budget on the Company, debtors and future projections of the Company. These questions were consolidated and answered by the Chairperson.
- Lastly, information on e-voting facility to remain open even after 15 minutes after conclusion of the AGM was given by the Scrutinizer. He also requested Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The AGM was then concluded with the vote of thanks to the Chairperson at 04:20 p.m. IST.

## For Integra Engineering India Limited

**Harneetkaur Anand**  
**Company Secretary**  
**M. No. A33014**



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