

INTEGRA SWITCHGEAR LIMITED

**30th ANNUAL REPORT
2021 - 2022**

INTEGRA SWITCHGEAR LIMITED

30th ANNUAL REPORT 2021-22

BOARD OF DIRECTORS	1. Mr. Pankaj Jamnadas Vora, Whole Time Director cum Chief Financial Officer
	2. Mrs. Mayuri Pankaj Vora, Non-Executive Director
	3. Mr. Jagesh Mahendrabhai Doshi, Independent Director
	4. Ms. Mansi Ashok Shah, Additional Independent Director
COMPANY SECRETARY	CS Rehanabibi Rijwan Kudalkar
AUDITORS	M/s. C. Mukherjee & Co., Chartered Accountants, Vadodara.
BANKERS	State Bank of India & Makarpura Co-Operative Bank, Makarpura Branch, Vadodara
REGISTERED OFFICE	102, Gharonda Apts, Indira Marg, Navapura, Vadodara – 390010, Gujarat. Tel : +91 0265-2831195 / 2830114
Corporate Identification Number (CIN)	L29130GJ1992PLC018684
REGISTRAR AND SHARE TRANSFER AGENT	ADROIT CORPORATE SERVICES PRIVATE LIMITED Registered office: 18-20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East) Mumbai -400059, Maharashtra, India Email: info@adroitcorporate.com Contact: 022-42270400 & Fax: 022-28503748 Website: adroitcorporate.com
E-mail address	integra.pankajvora@gmail.com
Website	www.integraindia.com

INTEGRA SWITCHGEAR LIMITED

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of INTEGRA SWITCHGEAR LIMITED will be held at 3.00 p.m. on 26th September, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March 2022 together with Directors' and Auditors' Reports thereon.
2. To appoint Mrs. Mayuri Pankaj Vora (DIN: 07163533), Director who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. C. Mukherjee & Co., Chartered Accountant as statutory auditor of the company and fix their remuneration.

Special business:

4. To consider and if thought fit, to pass the following resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with schedule IV of the Companies Act, 2013, Ms. Mansi Ashok Shah (DIN: 09380432), who was appointed as an Additional Director (Independent Director) by Board of Directors of the Company with effect from 2nd November, 2021 who cease to be a Director at the ensuing annual general meeting and in respect whom the Company has received notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years upto 1st November, 2023.

5. To consider and if thought fit, to pass the following resolutions as special resolutions:

RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management Act, 1999, the Consolidated FDI Policy, Master Direction – Foreign Investment in India issued by Reserve Bank of India dated January 4, 2018 and amended from time to time read with circulars issued by SEBI from time to time for monitoring of foreign investments dated April 5, 2018 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for taking approval to increase foreign investments including Non-Resident Indians (NRIs), and Persons of Indian Origin (PIOs) on repatriation / non-repatriation basis through portfolio investment scheme (PIS), from 10% to maximum ceiling of 24% of the paid up capital of the Company including previous foreign investments, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including

intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto.

Dated : 05-08-2022

Place : Vadodara

Registered office: 102, Gharonda Appts, Indira Marg,
Navapura, Vadodara – 390010, Gujarat.

By Order of the Board of Directors

Pankaj Jamnadas Vora
Whole Time Director cum CFO
DIN: 00259241

NOTES:

- 1) In view of the continuing outbreak of COVID-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide its circular no.02/2022 dated May 05,2022 read with circulars dated January 13, 2021 May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (referred to as "SEBI Circular") permitted and permission further extended for the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue to follow social distancing norm and the continuing restriction on movement of persons at several places in the country. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to integra.rehana@gmail.com and Company will send required resolution / authorization to Scrutinizer by email.
- 5) The register of members and share transfer book will remain closed from Tuesday, the 20th September, 2022 to Monday, the 26th September, 2022 [both days inclusive]. Members may join the 30th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be

kept open for the Members from 2:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 30th AGM. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6) As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members are hereby informed that our Company has appointed **ADROIT CORPORATE SERVICES PRIVATE LIMITED** as Registrar & Transfer Agent (RTA) for providing electronic connectivity and to handle work related to transfer of physical securities, maintenance of records of the holders of securities of the aforesaid company as per Regulations of 53A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. Members are requested to contact them for dematerialization of shares by sending email on info@adroitcorporate.com for further clarification and process of dematerialization of shares.

7) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company - integra.rehana@gmail.com or company's RTA Adroit Corporate Services Private Limited- info@adroitcorporate.com

8) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company - integra.rehana@gmail.com or company's RTA Adroit Corporate Services Private Limited- info@adroitcorporate.com

9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company-integra.rehana@gmail.com.

10) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before 7 days of the date of AGM through email on integra.rehana@gmail.com

11) Pursuant to Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

12) The company has created an exclusive E-mail. Id: integra.rehana@gmail.com for quick redressal of shareholders/investors grievances.

13) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, read with circular issued by MCA dated May 05, 2022 & dated January 13, 2021 and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.integraindia.com and at the BSE website www.bseindia.com.

14) In terms of Section 152 of the Companies Act, 2013, Mrs. Mayuri Pankaj Vora (DIN: 07163533), Director retires by rotation at the ensuing AGM and being eligible, offers herself for reappointment.

15) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide remote E-voting facility through NSDL for all the members of the Company to enable them to cast their votes electronically and the instructions for E-voting are attached separately.

16) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, address, folio number, DP ID, PAN, Mobile number at integra.rehana@gmail.com before three days of scheduled AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17) The Board of Directors of the Company has appointed Mr. Dineshchandra Mangaldas Mehta of M/s. Dinesh Mehta & Co., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

18) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. Monday, 19th September, 2022. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Monday, 19th September, 2022 only, shall be entitled to avail the facility of e-voting / Poll.

19) The Scrutinizer, after scrutinising the votes cast at the meeting through e-voting and through remote e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.integraindia.com and the results shall simultaneously be communicated to the Bombay Stock Exchange.

20) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

21) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this notice.

22) Explanatory statement, if any setting out all material facts concerning the special business u/s 102 of the Companies Act, 2013 is annexed hereto.

The instructions for shareholders voting electronically are as under:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/ has been uploaded on the website of the Company at www.integraindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on from 9.00 a.m. (IST) on Friday, 23rd September, 2022 and end e-voting at 5.00 p.m. (IST) on Sunday, 25th September, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 19th September, 2022, may cast their

vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 19th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected

	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="725 436 1239 743" data-label="Image"> <p>The image shows a banner for the NSDL Mobile App. It says 'NSDL Mobile App is available on' in blue text. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a QR code that, when scanned, likely leads to the app's download page.</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***