

NOTICE TO MEMBERS

NOTICE is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of the Members of **INTEGRA ENGINEERING INDIA LIMITED** will be held at Registered Office situated at Chandrapura Village, Taluka: Halol – 389 350, District: Panchmahals, Gujarat on Wednesday, August 12, 2015 at 03.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the period ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Corinne Raez having [DIN: 03531399], who retires by rotation and is eligible for re-appointment.
3. **Appointment of Statutory Auditors:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara having ICAI Firm Registration No.106237W, who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the 38th Annual General Meeting (Five years) for the financial year ending as on March 31, 2020 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

4. **Appointment of Mr. Shalin Divatia as an Independent Director:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Shalin Divatia [DIN: 00749517], who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under

Section 160 of the Act, signifying his intention to propose the candidature of Mr. Divatia for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from March 30, 2015."

5. **Appointment of Mr. Rahul Divan as an Independent Director:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Rahul Divan [DIN: 00001178] who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Divan for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from March 30, 2015."

6. **Appointment of Mr. Bhargav Patel as an Independent Director:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Bhargav Patel [DIN: 00318051], who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Patel for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from March 30, 2015."

7. **Appointment of Mr. Mahendra Sanghvi as an Independent Director:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Mahendra Sanghvi [DIN: 00084162], who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Sanghvi for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from June 11, 2015."

8. Employee Stock Option Plan (2015):

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (hereinafter referred to as "SEBI Guidelines"), the Memorandum and Articles of Association of the Company, if applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and medications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("N R Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue, transfer and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole time or otherwise, directly or through any Employee Stock Option Plan Trust ("Trust") constituted/ to be constituted for the purpose, options exercisable into not more than 8,00,000 (Eight Lakh) equity shares of the Company of face value ₹ 1/- each, under one or more employee stock option schemes in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity Share of a face value of ₹ 1/- each fully paid up on payment of the requisite exercise price which shall be the market price of the equity share as on the date of the Grant or a discount thereto not exceeding 10% as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT in case of any corporate action (s) such as right issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company and reasonable adjustment to the options granted earlier, the above ceiling of 8,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity shares to the employees upon exercise of options from time to time in accordance with one or more employee stock option schemes and such equity shares shall rank pari passu in all respect with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws."

By order of the Board of Directors,

For INTEGRA Engineering India Limited

AMISH SHETH
COMPANY SECRETARY
(Membership No. A32582)

Registered Office:
Chandrapura Village, Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol
Date: June 11, 2015

NOTES:

The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

A MEMBER ENTITLED TO ATTEND AND VOTE AT 33RD ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. BY 3:00 P.M. ON MONDAY, AUGUST 10TH, 2015.

A person can act as a Proxy for not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a Member holding more than 10% of the total share capital of the Company carrying voting rights provided that such person shall not act as a proxy for any other person.

Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, financial statements may be sent to the Members:

(a) by electronic mode to such Members whose shares are held in dematerialised form and whose e-mail IDs are registered with Depository for communication purposes;

(b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode and

(c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Companies Act, 2013, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

(i) Our Registrar & Share Transfer Agent: for the Shares held in physical form and

(ii) Your respective Depository Participants: for the Shares held in dematerialised form.

In case any member who has received the notice electronically desires to have a physical copy of the same, he/she may write to the company or send an email to secretarial@integraengineering.in in this regard. Members may kindly note that the notice of the meeting will also be available on the company's website, www.integraengineering.in and can be downloaded, if required, by the member.

Members are requested to advise, quoting their Folio Number(s), the change of address, if any, immediately to the Company at its Registered Office: Secretarial Department, INTEGRA Engineering India Limited., Chandrapura Village, Taluka: Halol - 389350, District: Panchmahals, Gujarat or to its Registrar and Share Transfer Agent Viz Link Intime India Private Limited ("Link Intime"), B-102 & 103, Shangrila Complex, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020, (Tel : (0265) 2356573, 2356794 Fax : (0265) 2356791)E-mail : vadodara@linkintime.co.in and also to respective Depository Participant (DP), in case the Shares are held in Demat Form.

The Register of Members and Share Transfer Books of the Company shall remain closed from August 5, 2015 to August 12, 2015, both days inclusive, for both, physical and demat transfer request.

Members who were shareholders of INTEGRA India Group Company Limited (the then amalgamated Company) and now became the members of the Company, who have not yet encashed the dividends for the financial years ended on March 31, 2008, and March 31, 2009 respectively are requested to forward their respective claims to the Company or Registrar and Share Transfer Agent (with unclaimed dividend details).

Pursuant to provisions of Section 205A read with Section 205C of the Companies Act, 1956 the amount of un-claimed dividend of INTEGRA India Group Company Limited up to the year 2006-07 were transferred to the Investor Education and Protection Fund in time.

Shareholders seeking information on accounts published herein are kindly requested to furnish their queries to the Company at least TEN days before the date of the meeting addressed to the Company Secretary, INTEGRA Engineering India Limited, Chandrapura Village, Taluka: Halol-389 350, District: Panchmahals, Gujarat or email at secretarial@integraengineering.in

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, Members are provided with the facility to cast their votes electronically, through the evoting services provided by Central Depository Services (India) Limited [CDSL], on all the resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 9, 2015 at 9:00 am and ends on August 11, 2015 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 5, 2015, may cast their vote electronically. However, any person, who acquires shares of the company and becomes member of the Company after dispatch of the notice and holding shares as on August 5, 2015 may obtain the login id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after August 11, 2015 (5:00 p.m.)
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <INTEGRA Engineering India Ltd> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the

option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors,
For INTEGRA Engineering India Limited

AMISH SHETH
COMPANY SECRETARY
(Membership No. A32582)

Registered Office:
Chandrapura Village, Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol
Date: June 11, 2015

EXPLANATORY STATEMENTS:

[Pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice]

ITEMS 4 TO 7:

● The Company has appointed Mr. Shalin Divatia, Mr. Rahul Divan, and Mr. Bhargav Patel as Independent Directors pursuant to the requirements of the Clause 49 of the Listing Agreement with the BSE Limited, Mumbai. As per the provisions of Sections 149 and 152 of the Companies Act, 2013, effective from April 1, 2014 all listed companies are required to have atleast one third of the total number of Directors as Independent Directors who shall not be liable to retirement by rotation. Further, the General Circular No. 14/2014 dated June 9, 2014 issued by Ministry of Corporate Affairs has clarified that if it is intended to continue with existing Independent Directors, then their appointment shall be made under the new Act. It is accordingly proposed to appoint the existing Independent Directors under the provisions of the Companies Act, 2013. The Nomination and Remuneration Committee has considered the candidatures of Mr. Shalin Divatia, Mr. Rahul Divan and Mr. Bhargav Patel respectively for appointment as Independent Directors under the Act and has made its recommendations to the Board of Directors for its consideration. Accordingly, the Board of Directors at its Meeting held on March 30, 2015 has favourably considered the recommendations of the Nomination and Remuneration Committee and seeks the approval of the Members for the appointment of Mr. Shalin Divatia, Mr. Rahul Divan and Mr. Bhargav Patel respectively as Independent Directors under the Act, each for a term of five years with effect from March 30, 2014.

● The Board, as recommended by The Nomination and Remuneration Committee, appointed Mr. Mahendra Sanghvi as Independent Director under the Act for a period of five years with effect from June 11, 2015 of the Company. The Members are requested to approve his appointments of as Independent Director for a period of five years with effect from June 11, 2015

● The profile of the Directors proposed to be appointed as Independent Directors under the Act is as under:

➤ **Mr. Shalin Divatia:** Mr. Divatia age 50 years holds fellow membership of Institute of Chartered Accountants of India and graduated in Commerce and Law. He has more than 25 years of experience in the field of Audit, Accounts, Taxation, management advisory, corporate laws, business advisory services etc. Mr. Divatia brings with him rich and varied financial and industrial experience and good governance practice. His continued association would be of immense benefit to the company.

➤ He is presently working as senior partner in S. R. Divatia & Co. He is also on the Board of Paradigm Esop Consultant Pvt. Ltd., Wallace Flour Mills Company Pvt. Ltd. and Sai Aasha IT Parks Pvt. Ltd. as Director. He acts as a Chairman of Audit Committee and member of Stakeholder Relationship Committee of the Company.

➤ **Mr. Rahul Divan:** Mr. Divan age 46 years is a fellow member of Institute of Chartered Accountants in England and Wales (E&W) and also fellow member of Institute of Chartered Accountants of India (ICAI) and possesses more than 24 years of experience in Audit, Accounts, taxation, business advisory services, management advisory services and so on. Mr. Divan is a Member of Audit Committee and Nomination & Remuneration Committee of the Company.

➤ He is presently working as a partner in Rahul Gautam Divan & Associates and Chandbhoj & Jassoobhoj, Ahmedabad and Bangalore. He has also worked with Pricewater Coopers (PWC). By appointing him the Company avail the benefits of his remarkable and diversified experience. He also holds Directorships of Baltic Consultancy and Services Pvt. Ltd., Serendib Investment Pvt. Ltd., Chandabhoj & Jassoobhoj Consultants Pvt. Ltd., M + R Logistics (India) Pvt. Ltd., Synergy Cargo Management India Pvt. Ltd., Integrated Freight Services India Pvt. Ltd.

➤ **Mr. Bhargav Patel:** Mr. Patel age 51 years, holds a degree of MBA, from United States University. He is a promoter of the Peass group of Companies. He has built benchmark for Textile Machineries Industries. His acumen as an entrepreneur and technocrat redefined the perception of the Industry practice. Mr. Patel is a Chairman of Nomination & Remuneration Committee and Member of Audit Committee.

He brings immense value to the Board. Under his guidance, the Company will be achieving significant improvements in the areas of project management and overall cost-competitiveness. He also holds Directorships of Peass Export Ltd., Peass Automation Private Ltd., Peass Industrial Engineers Pvt. Ltd., Arno Enterprises Pvt Ltd., Poloroid Investment Pvt. Ltd., Peass Enviro System Pvt. Ltd., Camlin Fine Science Ltd.

➤ **Mr. Mahendra Sanghvi :** Mr. Sanghvi age 67 years, holds degree in Chemical Engineering from Wayne State University, USA and Diploma in MBA from Toronto University. He is a promoter and Chairman & Executive Director of the Shaily Engineering Plastic Limited. He is a Chairman of Stakeholder Relationship Committee and Member of Audit Committee.

Mr. Sanghvi is veteran in all aspects of Plastic Injection and Moulding with his considerable wealthy more than 41 years of experience. He also holds Directorship in Munjal Auto Industries Ltd., Panax Appliances Pvt. Ltd., Shaily-IDC (India) Pvt. Ltd. and Shaily Medical Plastics Pvt. Ltd.

● Mr. Shalin Divatia, Mr. Rahul Divan, Mr. Bhargav Patel and Mr. Mahendra Sanghvi have given their consent to act as Independent Directors of the Company.

● The aforesaid Independent Directors have given declarations that they are not disqualified under Section 164 of the Act and that they meet the criteria of independence as prescribed under the Act. In the opinion of the Board, the said Directors possess the requisite qualities and fulfill the conditions under the Act for appointment as Independent Directors.

● Copies of the respective letters of appointment of the aforesaid Independent Directors are available for inspection by the Members at the Registered Office of the Company on any working day upto the date of the Annual General Meeting and same is also available on the Company's website.

● The Company has received Notices in writing from Members along with deposit as required under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Shalin Divatia, Mr. Rahul Divan, Mr. Bhargav Patel and Mr. Mahendra Sanghvi respectively for appointment as Independent Directors.

Except Mr. Shalin Divatia, Mr. Rahul Divan, Mr. Bhargav Patel and Mr. Mahendra Sanghvi, Independent Directors, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid Resolutions set out in item no. 4 to 7 of the notice.

ITEM 8:

The Company proposes to implement an Employee Stock Option Plan to incentivise its employees. The approval of the shareholders is being sought for granting stock options to the employees of the Company and its subsidiaries through the Trust under one or more employee stock option schemes.

The main features of the employee stock option schemes pursuant to which the stock options would be granted are as under:

1. Total number of options to be granted:

Options up to 8,00,000 equity shares of ₹ 1 each would be available for being granted to eligible employees of the Company and its present and future subsidiaries through the Trust under one or more employee stock option schemes. Each option when exercised would be converted into one Equity Share of ₹ 1/- each fully paid up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

In case of any corporate action (s) such as rights issues, bonus issues, sub-division/ consolidation of the nominal value of shares, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Trust which are transferred by the Trust to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 8,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

All permanent employees of the Company, including the Directors thereof but excluding the promoters of the Company and Independent Directors, as may be decided by the Board/ Nomination and Remuneration Committee ("N R Committee") from time to time, would be entitled to be granted stock options under the ESOP Scheme(s).

3. Transferability of employee stock options :

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The N R Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options may vest (subject to the minimum vesting period as specified below).

The options would vest not earlier than one year but not later than five years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board/ N R Committee, subject to the minimum vesting period of one year from the date of grant of options.

5. Exercise Price:

The exercise price of the Options shall be the market price of the equity share as on the date of the Grant or a discount thereto not exceeding 10% as may be decided by the Board of Directors of the Company.

6. Exercise Period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of 3 years from the date of last vesting of the options.

The options will be exercisable by the Employees by a written application to the Company/Trust to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board/ N R Committee from time to time. The options will lapse if not exercised within the specified exercise period and would be available for being re-granted in future.

7. Appraisal Process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified by the Board/ N R Committee, and will be based on criteria such as role/ designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the N R Committee at its sole discretion.

8. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee under the Scheme shall not exceed 1% of the issued and paid up capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

9. Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines.

10. Method of option valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method for valuation of the options granted.

In case the Company calculates the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the employee stock option schemes provide for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Act.

None of the Directors or KMPs of the Company or their relatives (except the Promoters who are excluded) are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme.

By order of the Board of Directors,
For INTEGRA Engineering India Limited

AMISH SHETH
COMPANY SECRETARY
(Membership No. A32582)

Registered Office:

Chandrapura Village, Taluka: Halol-389 350
District: Panchmahals, Gujarat

Place: Halol

Date: June 11, 2015

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)

Registered address

Email ID

Folio No. _____ DP Id _____ Client Id _____

I / We, being the Member(s) holding _____ shares of INTEGRA Engineering India Limited, hereby appoint:

1. Name _____

Address _____

Email ID _____

Signature _____, or failing him/ her _____

2. Name _____

Address _____

Email ID _____

Signature _____, or failing him/ her _____

3. Name _____

Address _____

Email ID _____

Signature _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company to be held on Wednesday, August 12, 2015 at 3.00 p.m. at Registered Office of the Company situated at Chandrapura Village, Taluka: Halol - 389 350, District: Panchmahals, Gujarat and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary business:

1. Adoption of Audited Accounts for the period ended March 31, 2015.
2. Re-appointment of Ms. Corinne Raez.
3. Appointment of Statutory Auditors.

Special business:

4. Appointment of Mr. Shalin Divatia as an Independent Director.
5. Appointment of Mr. Rahul Divan as an Independent Director.
6. Appointment of Mr. Bhargav Patel as an Independent Director.
7. Appointment of Mr. Mahendra Sanghvi as an Independent Director.
8. Employees Stock Option Plan (2015).

Signed this _____ day of _____ 2015.

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix ₹ 1 Revenue Stamp

Note: **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

INTEGRA Engineering India Ltd

Registered Office :	Post Box No. 55, Chandrapura Village, Tal. Halol – 389 350, Dist. Panchmahal, Gujarat, India
CIN	L29199GJ1981PLC028741

ATTENDANCE SLIP

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company at Chandrapura Village, Taluka Halol, Dist. Panchmahals – 389 350, on Wednesday, August 12, 2015 at 3.00 p.m.

Sr. No. :

Member's Name and Address details	
--------------------------------------	--

DP ID*	
Client ID*	
Folio No.	
No of Shares	

* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.

Share holders attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Shareholders may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration), Rules, 2014. Details instructions for e-voting are given in attached the AGM Notice.

E VOTING SEQUENCE NUMBER (EVSN)	USERID	Sequence Number (Password)
150708014		

Note : The Voting period starts from 9th August, 2015 (9:00 a.m.) and ends on 11th August, 2015 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter