

November 14, 2019

To,
Corporate Relationship Department
BSE Limited
P.J Towers, Dalal Street,
Fort, Mumbai – 400 001.

To,
The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block —G,
Bandra Kurla Complex, Bandra (East),
Mumbai-400 051.

Scrip Code – 532287
Scrip ID – INE826A01028

Sub.: Proceedings of 22nd Annual General Meeting pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We inform you that the 22st Annual General Meeting (AGM) of the Entegra Ltd. ("Company") was held on Thursday, November 27, 2019 at 9.00 A.M at Victoria Memorial School of The Blind, Opp. Tardeo A/C Market, 73, Tardeo Nagar, Mumbai – 400 034, Maharashtra. In this regard, please find enclosed herewith the following:

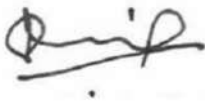
- a) Summary of proceedings as required under Regulation 30 and Part A of Schedule III of the SEBI (LODR) Regulations, 2015 (**Annexure -I**);

Upon the receipt of the Scrutinizers Report, the Voting Results shall be disseminated to the Exchange.

The meeting concluded at 10.15 AM

You are requested to take the same on record.

For ENTEGRA LTD.



Mukul Kasliwal
Director

DIN: 00058577

ANNEXURE – I

Gist of proceedings of 22nd Annual General Meeting of Entegra Ltd. held on November 14, 2019.

I. Day, Date, Time and Venue of the Meeting

The 22nd Annual General Meeting of the Company was held on Thursday, November 14, 2019 at 09.00 AM at Victoria Memorial School of The Blind, Opp. Tardeo A/C Market, 73, Tardeo Nagar, Mumbai – 400034.

II. Brief details of items deliberated and results thereof:

Mr. Mukul S. Kasliwal, Director of the Company chaired the proceedings of the meeting. The requisite quorum was present; the meeting was called in order.

The following items of business, as per Notice of AGM dated October 1, 2019, were transacted at the meeting –

ORDINARY BUSINESS

- a) Adoption of audited financial statements of the Company for the year ended March 31, 2019 the reports of the Board of Directors and Auditors thereon.
- b) Re-appointment of Mr. Mukul S Kasliwal, who retires by rotation and being eligible for reappointment.

SPECIAL BUSINESS

- c) Re-appointment of Mr. Aftab Alam Shaikh as the Independent Director of the Company. (Ordinary Resolution)

It was further informed M/s. S Parekh & Associates, Practicing Chartered Accountant was appointed as a Scrutinizer to scrutinize the votes cast by E-voting and on Poll at the meeting to conduct the relevant processes in a fair and transparent manner.

Further the members were informed that the combined voting results shall be disseminated to the Stock Exchange and shall also be informed on the website of the company www.entegra.co.in and NSDL i. e www.evoting.nsdl.com.

III. Manner of approval:

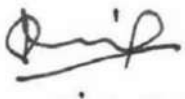
Pursuant to the provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to its members which commenced on November 11, 2019 at 9.00 AM to November 13, 2019 till 5.00 PM. Further, voting through Ballot Papers was provided at the AGM venue.

Upon the receipt of the Scrutinizers Report, the Voting Results shall be disseminated to the Exchange.

Since there was no other item for discussion, the meeting was concluded on 10.15 AM.

You are requested to take the above information on record.

For ENTEGRA LTD.



Mukul Kasliwal
Director

DIN: 00058577

PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ENTEGRA LIMITED HELD ON THURSDAY, THE 14TH DAY OF NOVEMBER 2019 AT VICTORIA MEMORIAL SCHOOL OF THE BLIND, OPP. TARDEO A/C MARKET, 73, TARDEO NAGAR, MUMBAI-400034 WHICH COMMENCED AT 9:00 A.M. AND CONCLUDED AT 10:15 A.M.

ATTENDANCE AT THE MEETING:

Directors' Present:

1. Mr. Mukul Kasliwal – Chairman
2. Mrs. Shyamala Anantharaman- Independent Director
3. Mr. Aftab Alam Shaikh- Independent Director

By Invitation:

Mrs. Sonal Parekh – Scrutinizer for remote e-voting and physical ballot process for the 22nd Annual General Meeting

RECORD OF PRESENCE OF QUORUM:

Members Present:

In Person: 32 Members, including 11 Representatives of Body Corporate for 130,321,207 Equity Shares

Mr. Mukul Kasliwal, Chairman of the Company greeted all the Members present and introduced the other Board Members sitting on the dias.

As the time was past 9:00 a.m., the Chairman ascertained that the necessary quorum was present; and declared the Meeting to order. He then commenced the proceedings as per the Companies Act, 2013 and Rules notified thereunder.

The Chairman announced that 11 proxy aggregating for 130,321,207 Equity Shares were received. The Chairman further announced that the Register of Directors and Key Managerial Personnel & their shareholding and Register of Contracts in which Directors are interested were placed before the Meeting and were available to the Members for inspection.

Also, the Report of the Auditors for the financial year ended March 31, 2019 were available for inspection.

With the consent of the Members present, the Notice convening the Twenty Second Annual General Meeting together with the statement attached thereto, the Directors' Report alongwith its Annexure and the Audited Financial Statements; standalone; of the Company for the year ended March 31, 2019 were read as it had qualification and was read.

The Chairman then addressed the Members present, on performance made by the Company during the financial year ended March 31, 2019, in which he informed the Members about performance of the Company and its subsidiaries, in the financial year ended March 31, 2019.

The Chairman informed the Members that in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to its Members, facility to exercise their vote by electronic means through remote e-voting services provided by National Securities Depository Limited (NSDL), on all the items of business as contained in the Notice convening this 22nd Annual General Meeting.

The remote e-voting was kept open from 9:00 a.m. on November 11, 2019 till 5:00 p.m. on November 13, 2019.

The Chairman further informed that the Company has also arranged for voting through physical Ballot Forms, which were distributed at the beginning of the Meeting, for all the Members who had not cast their votes through remote e-voting facility provided by the Company, and had appointed M/s. S Parekh & Associates, Chartered Accountant in Practice, as a Scrutinizer for Scrutiny of votes cast through remote e-voting and physical Ballot process at the Meeting in a fair and transparent manner. Thereafter, at the request of the Chairman, Mrs. Sonal Parekh displayed the empty Ballot Box to all Members present at the Meeting and sealed the same.

He further stated that at the end of the discussion on the Resolutions proposed, voting through physical Ballot Forms would be allowed only to those Members who were present at the Meeting and had not cast their votes through remote e-voting facility.

Further the Chairman stated that the combined results of remote e-voting and poll would be declared by the Chairman within the prescribed timelines. The results to be declared for each Resolution would indicate the votes cast through Poll and remote e-voting and would be immediately intimated to BSE Limited and National Stock Exchange of India Limited. Upon intimation to Stock Exchanges, the results would also be uploaded on the website of the Company along with the Combined Report of Scrutinizer for remote e-voting and poll. The results shall also be uploaded on the website of NSDL.

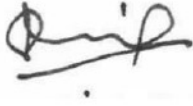
The Chairman then briefly explained each of the items on the agenda, including the objective and implications thereof, wherever necessary. The Members were invited to come forward with their queries, if any. Queries raised by shareholder were addressed by the Chairman, the Chairman took-up the first agenda item.

Thereafter, the following resolutions were considered at the AGM:

Sr. No.	Items	Resolution
1.	Adoption of Audited Financial Statements; the Report of the Board of Directors and Auditors for the financial year ended March 31, 2019;	Ordinary
2.	Re-appointment of Mr. Mukul Kasliwal (DIN: 00058577) as Director of the Company liable to retire by rotation.	Ordinary
3.	Appointment of Mr. Aftab Alam Shaikh (DIN : 08482525) as an Independent Director of the Company for a period of five years.	Ordinary

The Chairman requested the eligible Members to vote on the Resolutions through Ballot Forms and on completion of the Ballot process, the meeting was concluded with a vote of thanks to the Chair.

For **Entegra Limited**

A handwritten signature in black ink, appearing to read 'Mukul Kasliwal', with a horizontal line drawn underneath it.

Mukul Kasliwal
Director