

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

1st Floor, New Trading Wing

Rotunda Building, P J Towers

Dalal Street, Fort

Mumbai 400 001

Security Code: 535958

Fax Nos : 22723121 / 22722041

The Market Operations Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor

Plot No C/1, G Block

Bandra-Kurla Complex

Bandra (E), Mumbai 400 051

Symbol: INTEGRA

Fax Nos : 26598237 / 38

Date: 1st September, 2018

Dear Sir/Madam,

Sub: Annual General Meeting and Book Closure

Pursuant to Regulation 29 & 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') please note that the 11th Annual General Meeting of the Company will be held on Thursday, 27th September, 2018 at 11:30 a.m. at "Plot No. G2- M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur- 441122" to conduct, inter alia, the following businesses:-

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the board of directors and the auditors thereon; and
- To obtain approval of shareholders for the offer, issue and allotment of Non-Convertible Debenture up to Rs. 50 Crore (Rs Fifty Crore only) for cash on a private placement basis.

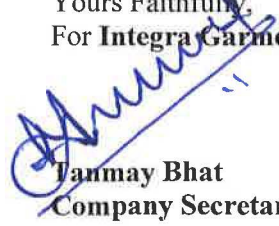
The Register of Members and Share Transfer Books of the Company shall remain closed as mentioned hereunder:

Annexure:					
Security Code	Type of Security	Book Closure		Cut - off Date	Purpose
BSE: 535958 NSE: INTEGRA	Equity	From	To	Friday, 14 th September, 2018	Annual General Meeting
		Saturday, 15 th September, 2018	Thursday, 27 th September, 2018		
		both days inclusive			

A copy of the said notice of Annual General Meeting is enclosed herewith.

Yours Faithfully,

For **Integra Garments and Textiles Limited**


Tanmay Bhat

Company Secretary



Cc: Central Depository Services (India) Limited

National Securities Depository Limited

Freedom Registry Limited, Share Transfer Agent

Encl: As Above

W: www.integralgarments.com @: corporatesecretarial@integralgarments.com

☎: 022-66154651

CIN No.: L18109MH2007PLC172888

NOTICE

Notice is hereby given that the 11th Annual General Meeting ("AGM") of the members of Integra Garments and Textiles Limited will be held on Thursday, 27th September, 2018 at 11:30 a.m. at "Plot No. G2- M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur- 441122", to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the reports of the directors and auditors thereon.
2. To appoint a director in place of Mr. Harsh A. Piramal (DIN: 00044972), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To ratify the 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 upto the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2022 and to fix their remuneration. The Statutory Auditors were appointed at the 10th Annual General Meeting held on 22nd September, 2017.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and all the applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all the applicable rules/ regulations/ guidelines issued by the Securities and Exchange Board of India ("SEBI") or any other appropriate/ statutory authorities and pursuant to the provisions of the Memorandum & Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board to exercise the powers conferred by this resolution) be and is hereby authorized to issue/ make offer(s) or to give invitation(s) to subscribe the Non- Convertible Debentures of the Company on a private placement basis, in one or more series/ tranches during a period of one year to such persons as identified by the Board upto an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) on such terms and conditions as may be decided by the Board from time to time;

RESOLVED FURTHER THAT any of the Directors and/ or Key Managerial Personnel of the Company be and is hereby severally authorized to take such actions and steps and to settle all matters arising out of and incidental thereto and to sign and to execute agreements, deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

On behalf of the Board
For **Integra Garments and Textiles Limited**

Tanmay Bhat
Company Secretary

Place: Mumbai
Date: 28th May, 2018

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) MEMBER/ PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HERewith, DULY FILLED IN, FOR ATTENDING THE MEETING.
- 4) The proxy shall not have the right to speak at the meeting.
- 5) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
- 6) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/ re-appointed in this AGM are annexed to this notice.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2018 to 27th September, 2018 (both days inclusive).
- 8) Members holding shares in physical form are requested to address all their correspondences including change of address, mandates etc. to the Share Transfer Agents (STA) viz. M/s. Freedom Registry Limited, Plot No. 101/102, 19th street, MIDC Area, Satpur, Nashik, 422007 and the Members holding shares in dematerialized form are requested to approach their respective Depository Participants for the same.
- 9) Since shares of the Company are traded on the Stock Exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strictly advised to get their shares dematerialized.
- 10) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may kindly register their e-mail IDs with the STA by sending an e-mail at support@freedomregistry.in. The Annual Report of the Company and other documents proposed to be sent through e-mail will also be made available on the Company's website i.e. www.integralgarments.com
- 11) Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website www.integralgarments.com.

12) E-Voting:

- i) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting (remote e-voting) facility to its members and the business set out in the notice may be transacted through the remote e-voting.
- ii) The Company also offers the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through ballot for all businesses specified in the notice. However, the Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM.
- iii) **Voting rights of the members (for remote e-voting and voting at AGM) shall be reckoned on shares registered in the name of the member and in proportion to the shares in the paid up equity share capital of the Company as on the cut-off date i.e. 14th September, 2018. A person who is not a Member on the cut-off date shall treat this notice for information purposes only.**
- iv) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- v) The Board of directors has appointed M/s. Dhruvil M. Shah & Co. (FCS No. 8021) Practising Company Secretary and Mr. Kaustubh Onkar Moghe (ACS No. 31541) Practicing Company Secretary, as the Scrutinizers for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.
- vi) The Scrutinizers after scrutinizing the votes cast at the meeting and through remote e-voting, but not later than forty eight of conclusion of the Meeting, will make a consolidated scrutinizers' report and submit the same to the Chairman/ a person duly authorized by the Chairman in this regard, who shall declare the results. The results declared along with the consolidated scrutinizers' report shall be placed on the website of the Company viz. www.integragarments.com and on the website of CDSL viz. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on Monday, 24th September, 2018 at 10:00 a.m. and ends on Wednesday 26th September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
- ii) Subject to receipt of requisite number of votes, the resolutions as set out in the notice shall be deemed to be passed on the date of the Meeting, i.e. 27th September, 2018.
- iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv) The shareholders should log on to the e-voting website i.e. www.evotingindia.com and follow the below procedure:

- a. Click on shareholders.
- b. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) 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 or 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)
	• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed on the address label affixed to the Annual Report and will also be mentioned in the email which will be sent to the Shareholders whose email ID's are registered with the Company.
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 INTEGRA GARMENTS AND TEXTILES LIMITED.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) 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 linked in the login 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 (POA) 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4

Keeping in view the Company's existing and future financial requirements to revive its business operations, the Company may require additional funds. As an alternative means of funding, your Company may raise funds through offer and issue of Non-Convertible Debentures ("NCDs") on a Private Placement basis.

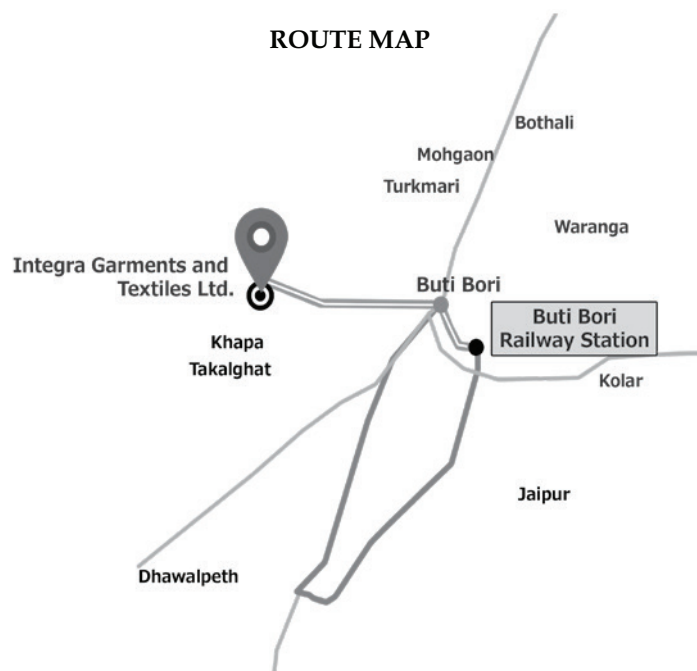
As per provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modifications or re-enactments thereof for the time being in force), companies are required to obtain prior approval from its members through a Special Resolution for any Offer or Invitation of NCDs on a private placement basis.

Offer or invitation for NCDs on a Private Placement basis can be made by Company, in one or more tranches, pursuant to the proposed approval of members by passing a special resolution once in a year.

Hence, your Company seeks approval for Offer and issue 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.

The Board recommends the resolution for the approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives, is anyway concerned or interested in the said resolution.



ANNEXURE - I

Details of Directors Seeking Re-appointment in the forthcoming Annual General Meeting (Pursuant to Clause 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Harsh A. Piramal
Age	44 years
Qualifications, experience, brief resume of the Director & Nature of his expertise	Brief resume with qualifications, experience and nature of expertise of Mr. Piramal are stated in the Directors Profile section of the Corporate Governance Report.
Relationship with other directors and key Managerial Personnel	None
Names of the Listed entities in which the director holds directorships	• Integra Garments and Textiles Limited • Morarjee Textiles Limited • Oriental Aromatics Limited
Chairman/ Member of the Committees of the Board of Directors as on 31.03.2018	Integra Garments and Textiles Limited • Audit Committee - Member • Nomination and Remuneration Committee - Member Morarjee Textiles Limited • Corporate Social Responsibility Committee - Member Oriental Aromatics Limited • Audit Committee - Chairman • Nomination and Remuneration Committee - Chairman • Stakeholder Relationship Committee - Chairman • Corporate Social Responsibility Committee - Member
Number of Board Meetings attended during FY 2017-18	2 of 5
Date of first appointment on the Board of the Company	28/12/2011
Shareholding in the Company as on 31.03.2018	16,522