

**IEIL/ASCR/25-26**

**Date: May 29, 2025**

To,  
The BSE Limited,  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001  
**Scrip Code: 505358**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025**

Dear Sir/Madam,

Pursuant to sub-regulation 2 of Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby submit the Annual Secretarial Compliance Report issued by M/s. Devesh Pathak & Associates, Practising Company Secretaries for the financial year ended March 31, 2025.

Kindly take the same on your records.

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



**Ravi Thanki  
Company Secretary & Compliance Officer  
M. No.: A60338**

***Encl: As above***

**Integra Engineering India Limited**

CIN: L29199GJ1981PLC028741

Registered Office & Works (Unit – I): Post Box no. 55, Chandrapura Village, Tal.: Halol - 389350, Dist.: Panchmahals, Gujarat, India

Works (Unit – II): Halol-Champaner Road, P.O. Chandrapura, Tal.: Halol - 391520, Dist.: Panchmahals, Gujarat, India

Phone: +91-9099018471, Email: info@integraengineering.in, Website: www.integraengineering.in



*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.

# DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

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E-mail : pcsdeveshpathak@rediffmail.com  
maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,  
VADODARA-390 019

## ANNUAL SECRETARIAL COMPLIANCE REPORT

### Secretarial Compliance Report of Integra Engineering India Limited for the year ended 31.03.2025

We, Devesh Pathak & Associates, Practising Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by Integra Engineering India Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2025 ('Review period') in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (other regulations as applicable) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder:

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)





and based on the above examination, We hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2025	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

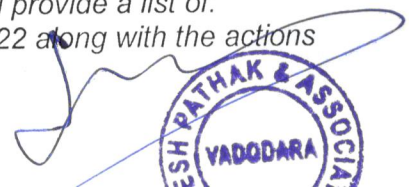
(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the year ended 31<sup>st</sup> Mar, 2023, the PCS shall provide a list of:

• all the observations in the report for the year ended 31<sup>st</sup> Mar, 2022 along with the actions taken by the listed entity on those observations.





• the observations in the reports pertaining to the year ended 31<sup>st</sup> Mar, 2022 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	<u>Adoption and timely updation of the Policies:</u>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	Yes	
3.	<u>Maintenance and disclosures on Website:</u>  • The Listed entity is:maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director(s):</u>  None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	a) NA b) NA	No Subsidiary
6.	<u>Preservation of Documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	



7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	a) Yes  b) NA	Prior approval obtained
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NA	No Actions taken by SEBI or Stock Exchange
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No resignation during the year
13.	<u>Additional Non-compliances, if any:</u>  No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	NA	No additional non-compliance observed





# DEVESH PATHAK & ASSOCIATES

Continuation Sheet.....

PRACTISING COMPANY SECRETARIES

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*\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the Listing Regulations. (In case of Not Applicable- NA to be mentioned) - The Board of Directors at its meeting held on 31st January, 2025 had allotted 30,000 equity shares of Rs. 1 each at a premium of Rs. 36/- per share during the year under review in the course of exercise of options by an eligible employee under 'Integra Engineering Employees' Stock Option Plan 2015' in terms of in-principle approval granted by BSE vide their letter no. DCS/IPO/PB/ESOP-IP/2335/2017-18 dated November 13, 2017. Subsequently, these shares are listed with BSE Ltd. vide letter no. LOD/ESOP/TP/No.32/2024-25 dated February 7, 2025.

Accordingly paid up Equity Share Capital of the Company increased from 3,43,65,196 to 3,43,95,196 Equity Shares of Rs. 1 each aggregating to Rs. 3,43,95,196.

However, the Company has not issued any other securities during the period under review and accordingly the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 were not applicable during the audit period.

(Note: In case of non-compliance, details of such non-compliance need to be mentioned)

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Date: 20<sup>th</sup> May, 2025

Place: Vadodara

For Devesh Pathak & Associates  
Practising Company Secretaries

CS Devesh A. Pathak

Founder

FCS 4559

CoP No.: 2306

PR: 1412/2021

Firm Regn. No.: S2018GJ621500

UDIN: F004559G000350731

