

INTEGRATED TECHNOLOGIES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting ("AGM") of members of Integrated Technologies Limited ("the company") will be held on Monday, May 22, 2023 at the registered office of the company at 288, Basement AGCR Enclave, Delhi-110092 at 4.00 p.m. through Video Conferencing (VC) / Other Audio- Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Paramjit Singh, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard 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 Section 152 of the Companies Act, 2013, Mr. Paramjit Singh (DIN:05348473) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Prem Gupta & Co., Chartered Accountants (Registration No. 000425N), be and is hereby appointed as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Mr. Sanidhya Garg as Executive Promoter Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sanidhya Garg (DIN: 09247567), who was appointed as an Additional Director of the Company with effect from 24th March 2023, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Executive Promoter Director of the Company, liable to retire by rotation."

5. To appoint Mr. Saurabh Goyal as Managing Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory

Registered Office :288, Basement, AGCR Enclave Delhi – 110092, India
Corporate Office: B – 16, Second Floor, Sector -2, Noida – 201301, India
Email: info@integratedindustries.in Website: www.integratedindustries.in
Tel:-+91 98110 60171 CIN: L31909DL1995PLC277176

modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded, to appoint Mr. Saurabh Goyal DIN 01094455 as Managing Director of the Company with effect from 24th March 2023 for a term of 5 years upto 23rd March 2028, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice of this AGM, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Saurabh Goyal

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To appoint Mr. Suman Kumar as Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suman Kumar (DIN: 00472365), who was appointed as an Additional Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of consecutive 5 years with effect from 24th March 2023

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Dr. Reena Sharma as Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Reena Sharma (DIN: 08543662), who was appointed as an Additional Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of consecutive 5 years with effect from 24th March 2023

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To appoint Mr. Saurabh Shashwat as Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Saurabh Shashwat (DIN: 10074130), who was appointed as an Additional Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of consecutive 5 years with effect from 24th March 2023

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To alter the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to the approval of the Registrar of Companies and other competent authorities, if any, Part A of Clause III of the Memorandum of Association of the Company being the Objects Clause be and is hereby altered in the following manner:

1. The existing Clause III(A), “The main Objects to be pursued by the Company on its incorporation are” be substituted by the new sub-heading

“CLAUSE III (A) - THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”;

2. Part A of Clause III be and is hereby altered by adding the following new clauses after the existing Clause No (ii):

- (iii). To carry on the business of manufacturing, trading, online trading and marketing, export and import of organic and inorganic food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, cereals, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets and any other food products in and outside India.
- (iv). To carry on the business as buyers, online buyers and sellers, online marketers, sellers, traders, importers, exporters, merchants, exporters, departmental stores, brokers, distributors, traders, stockist, dealers, packers, repackers of all types of consumers products.
- (v). To carry on business to manufacture, produce, process, excavate, quarry, melt, mould, roll, commercialize, cold, clean, cure, treat, mix and manipulate alloy, special steels, stainless steel, cold and hot rolled steel, all types of materials required for manufacture of alloy, tool and special steels, steel casting fabricating, smelting, rolling and forging, steel and alloy steel billets and all kinds and sizes of re-rolled sections, i.e., flats angles, rounds, T. Iron, squares, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting's and steel structure.
- (vi). To manufacture and deal in bars, rods, plates, sheets, utensils, vessels, etc. of any kind or description of copper, brass, zinc, lead, metal, iron, steel and any other kind of ferrous or non-ferrous metal, and rolling works; and produce all types of dies, moulds, jigs, bearings, fixtures, nuts, screws, pumps, rollers cases, shafts, lathes, grinders, axes, spades, and other tools casting of all description and types, whether of steel, iron, copper, bronze, lead, zinc, aluminium, or any other ferrous or non-ferrous metal or alloys.
- (vii). To act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise deal in alloys, metal, waste, scrap, foils, powders, flakes, strips, sheets, wires made up of steel or copper or any other material whether coated, uncoated, perforated, printed, embossed or insulated and produce all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of steel products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes and to do all incidental acts and things necessary for the attainment of the above objects.
- (viii). To carry on the business and process of die casting mouldings, melting, aluminizing, anodizing, shredding, soldering, wiredrawing, beading, boring, drilling, filling, electroplating, nickel plating, metal spraying, welding, lining, threading, screw cutting, punching, grooving, fitting assembling, painting, finishing, and other jobs and processes related thereto.

3. Heading of Part B Clause III be and is hereby altered and replaced with this new heading:

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

4. The clauses of Part B are being substituted by new set of clauses as per the provisions of Companies Act, 2013
5. Part C of Clause III containing Other Objects be and is hereby deleted.
6. The existing liability clause IV be substituted in line of new clause provided as per Companies Act, 2013

The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents as may be necessary to give effect to the resolution.”

10. To change the name of the company and to consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government(Power delegated to Registrar of Companies) or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from ‘Integrated Technologies Limited’ to ‘Integrated Industries Limited’.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Integrated Industries Limited

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

11. To adopt new set of Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of the existing articles of association (“**Existing Articles**”) of the Company, the amended and restated articles of association (a draft of which is placed before this meeting) (“**Restated Articles**”) be and are hereby approved and adopted as the articles of association of the Company, in substitution of the Existing Articles of the Company.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps and do all such things and give all such directions as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to the above resolution and take all steps which are incidental and ancillary in this connection.”

12. To enable conversion of loan into equity and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof), on the terms & conditions contained in the financing documents, such terms & conditions to provide, inter alia to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), from the lenders- (promoters, non-promoters both), at the option of the Lenders, the loans or any other financial assistance categorised as loans (hereinafter referred to as the “Financial Assistance”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores Crores), consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid- up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion. The equity shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company.
- (iv) Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- (v) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders, to ensure that the equity shares are listed as required by the Lenders;
- (vi) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/ guidelines, at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

By order of the Board of Directors

For Integrated Technologies Limited

Priyanka

Company Secretary and Compliance Officer

28th April, 2023

Delhi

MembershipNo: A69893

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 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 EGM/AGM through VC/OAVM will be made available for 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.integratedindustries.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
9. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment form part of this Notice.
10. The company has appointed M/s. L Gupta & Associates, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
11. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
12. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.integratedindustries.in and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
13. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@integratedindustries.in

14. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 16th May, 2023 to Monday, 22nd May, 2023 (both day inclusive).

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

The remote e-voting period begins on 19TH May 2023 at 9.00 A.M. and ends on 21ST May 2023 at 5.00 P.M. 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.15th May 2023, 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 15th May 2023.

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

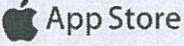
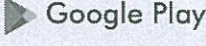


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.jsp 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. 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 to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join GeneralMeeting on NSDL e-Voting system.

How to cast your vote electronically and join GeneralMeeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveleen@lgaindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@integratedindustries.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@integratedindustries.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@integratedindustries.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item No. 3

Members of the Company at the Extra Ordinary General Meeting held on 6th January 2023 approved the appointment of D.V Mittal & Co., Chartered Accountants (Registration No. 002997N) as the Statutory Auditors of the Company to hold office till the conclusion of the 37th Annual General Meeting. D.V Mittal & Co., will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on April 28, 2023 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of Prem Gupta & Co., Chartered Accountants (Registration No. 000425N), as Statutory Auditors of the Company in place of the retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company. Prem Gupta & Co, Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013 and have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sanidhya Garg (DIN: 09247567) as an Additional Director to be designated as Promoter Executive Director of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from March 24, 2023. In terms of Section 161(1) of the Act, Mr. Sanidhya Garg holds office only upto the date of the forthcoming AGM or the last date on which annual general meeting is to be held whichever is earlier and is eligible for appointment as a Director.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sanidhya Garg for the office of Director of the Company and is recommended by the Nomination and Remuneration Committee and Board of Directors.

A brief profile of Mr. Sanidhya Garg and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Sanidhya Garg is interested in the Ordinary Resolution set out at Item No. 4 with respect to his appointment. The relative(s) of Mr. Sanidhya Garg may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Saurabh Goyal (DIN: 01094455) as an Additional Director of the Company under Section 161(1) of the Act with effect from March 24, 2023. He has also been nominated as the Managing Director from that date. In terms of Section 161(1) of the Act, Mr. Saurabh Goyal holds office only upto the date of the forthcoming AGM or the last date on which annual general meeting is to be held whichever is earlier and is eligible for appointment as a Director.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Saurabh Goyal for the office of Managing Director of the Company.

The Board has also appointed Mr. Saurabh Goyal as the Managing Director of the Company for a period of Five years w.e.f. March 24, 2023 subject to approval of the Members. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Saurabh Goyal has vast knowledge and varied experience and will be of great value to the Company and has recommended the Resolution at this Item of the Notice relating to his appointment as Managing Director of the Company.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Saurabh Goyal are as under:

Remuneration

Due to inadequate profits and no business in the company, the Board has decided not to give any remuneration to the executive directors presently. Once the company starts earning profits, the remuneration shall be mutually decided as per the provisions of Companies Act, 2013 subject to approval of shareholders, if required.

Reimbursement of expenses

The Company will reimburse all expenses done by Mr. Saurabh Goyal on behalf of the company such as accommodation and travelling expenses, payments made on behalf of the company, reasonably and properly incurred and documented.

Outside Interests Including Directorships

It is accepted and acknowledged that he may have business interests other than those of the Company. He will disclose all concern or interest u/s 184 in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. The interest's register is tabled at each director's meeting. Please ensure that the Company is kept informed of any changes to interests so that the interest's register can be maintained up to date.

Any director while holding office is, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company.

Shareholdings by Directors in the Company

Directors are encouraged to hold shares in the Company. When buying or selling shares directors are expected to strictly observe the provisions of the Company's Articles of Association and all relevant legislative and regulatory procedures.

Confidentiality

All information acquired during the tenure of appointment is confidential to the Company and should not be disclosed either during the appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

Intellectual Property

If any new or advanced method of improving designs/ processes/ formulae/ systems, etc. in relation to the business/ operations of the Company is conceived by him, such developments will be fully communicated to the Company and will be, and remain, the sole right/ property of the Company.

Responsibilities & Duties

His work in the Company will be subject to the rules and regulations of the organization as laid down in relation to conduct, discipline and other matters. He will always be alive to responsibilities and duties attached to his office in accordance with the Companies Act, 2013 and conduct accordingly. He must effectively perform to ensure results.

Termination of employment

Upon termination of employment, he will immediately hand over to the Company all correspondence, specifications, formulae, books, documents, market data, cost data, drawings, affects or records belonging to the Company or relating to its business and shall not retain or make copies of these items.

Upon termination of employment, he will also return all Company property, which may be in his possession.

Mr. Saurabh Goyal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Saurabh Goyal under Section 190 of the Act. A brief profile of Mr. Saurabh Goyal and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice. Mr. Saurabh Goyal is interested in the Ordinary Resolution set out at Item No. 5 with respect to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Suman Kumar (DIN: 00472365) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from March 24, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members. Mr. Suman Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Suman Kumar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Suman Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Suman Kumar for the office of Director of the Company.

A brief profile of Mr. Suman Kumar and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Suman Kumar is interested in the Ordinary Resolution set out at Item No. 6 with respect to his appointment. The relative(s) of Mr. Suman Kumar may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No.7

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Dr. Reena Sharma (DIN: 08543662) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from March 24, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members. Dr. Reena Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Dr. Reena Sharma that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Dr. Reena Sharma fulfills the conditions for her appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Reena Sharma for the office of Director of the Company.

A brief profile of Dr. Reena Sharma and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Dr. Reena Sharma is interested in the Ordinary Resolution set out at Item No. 7 with respect to her appointment. The relative(s) of Dr. Reena Sharma may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Saurabh Shashwat(DIN: 10074130) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from March 24, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members. Mr. Saurabh Shashwat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Saurabh Shashwat that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Saurabh Shashwat fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Saurabh Shashwat for the office of Director of the Company.

A brief profile of Mr. Saurabh Shashwat and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Saurabh Shashwat is interested in the Ordinary Resolution set out at Item No. 8 with respect to his appointment. The relative(s) of Mr. Saurabh Shashwat may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

The existing Memorandum of Association ("MOA") is based on the provisions of the erstwhile Companies Act, 1956.

Consequent to the enactment of the Companies Act, 2013 (the "Act"), the structure/format of the MOA has undergone change, which requires alteration of MOA of the Company.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities which necessitates the introduction of new object clauses in the MOA.

Accordingly, in order to re-align the MOA as per the provisions of the Companies Act, 2013, the Board of Directors of the Company ("the Board") at its meeting held on 28th April 2023 has recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with the amendment in the Memorandum of Association of the Company with respect to the following:

- (a) The existing Clause III(A), "The main Objects to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "Clause III (A) - The Objects to be pursued by the Company on its incorporation are";
- (b) Addition of new objects
- (c) Substitute in Clause III(B) with the new sub-heading "Clause III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III (A)";
- (d) The clauses of Part B are being substituted by new set of clauses as per the provisions of Companies Act, 2013
- (e) Delete the entire other objects Clause III(C); and
- (f) Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.
- (g) The existing liability clause IV be substituted in line of new clause provided as per Companies Act, 2013
The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

Copy of the amended MOA is available on the website of the Company at www.integratedindustries.in and also available for inspection by the shareholders at the Registered office of the Company during normal business hours and all working days except Saturdays and Sundays.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board recommends the resolution set out at Item No.9 of the Notice for approval by the Members by way of Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

Item No. 10

The Company proposes to change its name from Integrated Technologies Limited to Integrated Industries Limited. The Board of Directors of the Company subject to the approval of the Shareholders of the Company and approvals of statutory and regulatory authorities as may be required under the applicable laws, has approved the name change of the Company.

As the company is proposed to diversify its activities in various fields, the name change is proposed to make the name in consonance with the main objects of the company along with the consequent amendment to the Memorandum of Association and the Articles of Association of the Company. The Company had made application for reservation of name to the Central Registration Centre ("CRC") and the CRC vide its approval letter dated March 29, 2023, has confirmed that new name i.e., "Integrated Technologies Limited" is available for registration.

The proposed change in name would be subject to the necessary approvals from the Central Government and the Members of the Company, hence the Board of Directors of the Company recommend the resolution set out in item No. 12 for your approval by way of passing a special resolution.

None of the Directors of the Company, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in these resolutions set out at item No. 12 of the Notice.

Item No. 11

The existing Articles of Association ("AOA") was based on the provisions of the erstwhile Companies Act, 1956. Consequent to the enactment of the Companies Act, 2013 (the "Act"), the regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles. Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 28th April 2023, recommended for approval of the Members for adoption of new AOA in substitution of existing AOA to make it consistent and align it with the provisions of the Companies Act, 2013 and the Rules made thereunder.

Copy of the proposed AOA is available on the website of the Company at www.integratedindustries.in and is also

available for inspection by the Members at the Registered Office of the Company on any working day between 10.00 A.M. to 4.00 P.M. up to the last date of exercising the remote e-voting by Members. As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in consonance with Companies Act, 2013 in substitution of existing AOA.

Accordingly, the Board recommends the resolution set out at Item No.10 of the Notice for approval by the Members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 12

It is proposed by the Company to pass enabling Special Resolution under Section 62(3) of the Act and other applicable provisions of the Act and Rules made thereunder to enable the Lenders, both Promoters and non-promoters, to convert the outstanding loans or any other financial assistance categorised as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extent Securities and Exchange Board of India Regulations (SEBI Regulations), at the time of such conversion.

Pursuant to provisions of Section 62 (3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution.

Accordingly, the Board recommends the resolution as set out in Item No. 11 to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by Lenders under the financing documents already executed or to be executed in respect of the Financial Assistances availed/ to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assistances or agreeing to terms and conditions for raising the financial assistances (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek Members consent each and every time, in view of the timings and the expenses involved, hence, this enabling resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

Table-1:

Name	Mr. Sanidhya Garg	Mr. Saurabh Goyal	Mr. Suman Kumar
Age	22	39	62
Qualifications	Graduate	Graduation	Postgraduate
Experience	3 Years	20 Years	40 Years
Brief profile	Mr. Sanidhya Garg, son of Mr. Ashish Garg, resident of DLF Farms, 35, Central Drive, Chattarpur Farms, Mehrauli, Delhi – 110 030, Tel. + 91-9811060195, E-mail ID- sanidhya155@gmail.com, is a bachelor's in business administration from Swiss Business School, Zurich, Switzerland. He has commenced his entrepreneurship by setting up a Company in name of M/S Nurture Well OPC Private Limited, in 2021, a Company engaged in food processing business.	Mr. Saurabh Goyal, son of Mr. Rakesh Goyal, resident of C-15, Preet Vihar, Delhi – 110092, Tel. +91 – 9811159872, E-mail ID – saurabhgoyal2@gmail.com, has more than two decades of experience in management of Companies engaged in the Manufacturing of Stainless-Steel Kitchenware Products	Mr. Suman Kumar, son of Sh. Ram Bahori Lal Maurya, resident of H No. 6669, Block 9, Street No 7, Near Khalsa College, Dev Nagar, Karol Bagh, Delhi - 110005, Tel. + 9891212386, E-mail ID- Kumargautamsuman@gmail.com He has to his credit, of about 4 decades of experience in banking and finance. He last served as General Manager in IDBI Bank. Starting his professional career with Reserve Bank of India and a probationary officer in Allahabad Bank in 1984, he joined the erstwhile Industrial

			Development Bank of India (IDBI) in 1988. He has rich experience in Project Finance, HR and Trade Finance areas while working at IDBI in various capacities. He is an M. Com with an MBA (Finance) from Faculty of Management Studies, University of Delhi and is also a certificated associate of the Indian Institute of Bankers.
Terms and conditions of re-appointment	NA	NA	NA
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	NA	NA	NA
Remuneration proposed to be paid	NA	NA	As per existing approved terms of appointment
Date of first appointment on the Board	24.03.2023	24.03.2023	24.03.2023
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	15,95,130	15,95,030	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship amongst Directors	No relationship amongst Directors	No relationship amongst Directors
Number of meetings of the Board attended during the financial year 2022-23	1	1	1
Directorships of other Boards as on March 31, 2023	1. Nurture Well (Opc) Private Limited 2. Nurture Well Foods Private Limited	1. Him Stainox (India) Private Limited 2. Nurture Well Foods Private Limited 3. Ati Properties Private Limited	1. Maitree Education Foundation
Chairmanship of Committees of other Boards as on March 31, 2023	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil

Table 2:

Name	Dr. Reena Sharma	Mr. Saurabh Shashwat	Mr. Paramjit Singh
Age	49	32	64
Qualifications	Doctorate	Professional	Graduate
Experience	19 Years	7 Years	24 years
Brief profile	Dr. Reena Sharma , daughter of Late Sh. Naresh Chand Sharma, resident of Plot No. 3, Ground Floor, Friends Enclave, Pitampura, Delhi – 110034, Tel. + 91-9868596451, E-mail ID- reena.sharma@yahooco.in is practicing as fellow member of the Institute of Cost Accountants of India has 19 years of valuable experience in	Saurabh Shashwat, son of Sh. Ramnandan Prasad Singh, resident of H. No. 31, Road No. 1, Indira Nagar, Central School, Postal Park, Patna, Bihar - 800001, Tel. + 91(886)0198400, E-mail ID- cssaurabh@csssa.in . Saurabh Shashwat is the proprietor of Practicing Company Secretary firm. Saurabh Shashwat & Associates founded in September 2016. He has	Paramjit Singh, son of Sh. Jagmohan Singh, resident of G-1363, 3rd Floor Chitrnanjan Park, Kalkaji Delhi-110019, Tel. + 919312699879, E-mail ID- pampjs59@gmail.com .

	various areas. She got a PhD from JNU in Financial Management. Key Areas- Project Financing, Working Capital management, Budgetary Controls, Preparation of SOP, Advisory for product cost, sale price determination, product mix decision, BOM /Input – Output ratio analysis, Fixed Asset Management	immense experience and specialize in dealing with matters relating to Company Law, Securities Laws, Corporate Governance matters, Legal Due Diligence, Start- Ups, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers, Acquisitions, Due Diligence, Listings and Capital Market Transactions.	
Terms and conditions of re-appointment	NA	NA	NA
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	NA	NA	NA
Remuneration proposed to be paid	As per existing approved terms of appointment	As per existing approved terms of appointment	As per existing approved terms of appointment
Date of first appointment on the Board	24.03.2023	24.03.2023	08.03.2019
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	No relationship amongst Directors	No relationship amongst Directors	No relationship amongst Directors
Number of meetings of the Board attended during the financial year 2022-23	1	1	10
Directorships of other Boards as on March 31, 2023	1. Carbon Specialities Limited	Nil	1. Bubble Soft solutions Private Limited
Chairmanship of Committees of other Boards as on March 31, 2023	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	1. Vikas Ecotech Limited	Nil	Nil