

INTEGRATED INDUSTRIES LIMITED

(Formerly known as Integrated Technologies Limited)

CIN-L31909DL1995PLC277176

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NOTICE OF 01/2023-24 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (01/2023-24) Extra-Ordinary General Meeting ("EGM") of Integrated Industries Limited (formerly known as Integrated Technologies Limited) will be held on **Saturday, 9th September, 2023** at 11.00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

SPECIAL BUSINESS:

Item No. 1: Increase in Authorized Share Capital and Consequent Alteration in The Capital Clause of Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force if any, the consent of the Members of the Company be and is hereby accorded for the increase in existing Authorized Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) by creation of 20,00,000 (Twenty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments



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thereto or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby and replaced with the following Clause V:

"V. "The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each".

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

Item No. 2: Issue of equity shares to the proposed allottees on preferential basis to person(s) belonging to promoter category and to person(s) belonging to non-promoter category on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended from time to time, and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the stock exchanges, on which the equity shares of the Company having face value of Rs. 10/- are listed ("Stock Exchanges") and/ or any other statutory/ regulatory authority;, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange



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Board of India ("SEBI") and/or any other statutory / regulatory authorities (together referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot upto maximum of 33,34,941 (Thirty Three Lakhs Thirty Four Thousand Nine Hundred and Forty One Only) Equity Shares of Rs. 10/- (Rupees Ten Each) (hereinafter referred to as "Equity Shares") in one or more tranches, for cash at an issue price of Rs. 170/- (Rupees One Hundred Seventy Only) including premium of Rs. 160/- (Rupees One Hundred Sixty Only) per share calculated after taking in to consideration and in compliance with the provisions of Regulation 164(1) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018, or such other higher prices if any, as may be calculated in accordance with applicable rules/regulations of statutory authority, determined in accordance with the relevant provisions of Chapter V of SEBI (ICDR) Regulations, 2018, to the below mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be approved or finalized by the Board, to the person belonging to Non-Promoters entities (hereinafter referred to as the "Proposed Allottees") as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the "Proposed Allottees" as detailed herein below:

S. No.	Name of Proposed Allottees	Maximum No. of Equity shares proposed to be allotted	Category
1	SURBHI DHANDHARIA	15000	NON-PROMOTER GROUP
2	NEHA TARUN GOYAL	12500	NON-PROMOTER GROUP
3	BHAVESH P BHANUSHALI	10000	NON-PROMOTER GROUP
4	POONAM VICKEY HASWANI	12500	NON-PROMOTER GROUP
5	VARUN VINOD GOYAL	15000	NON-PROMOTER GROUP
6	VIKAS TANDON	25000	NON-PROMOTER GROUP
7	AVJEET SAHNI	10000	NON-PROMOTER GROUP



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8	DIVYA VARSHNEY	50000	NON-PROMOTER GROUP
9	SANJAY AHUJA	10000	NON-PROMOTER GROUP
10	VISHU BANSAL	25000	NON-PROMOTER GROUP
11	AMITA GOYAL	10000	NON-PROMOTER GROUP
12	VISHAL GOYAL	10000	NON-PROMOTER GROUP
13	YOGESH CHANDRA GOYAL	10000	NON-PROMOTER GROUP
14	KIRTI AGGARWAL	12500	NON-PROMOTER GROUP
15	PULKIT RASTOGI	11000	NON-PROMOTER GROUP
16	ASHITA RASTOGI	11000	NON-PROMOTER GROUP
17	SULABH JAIN	10000	NON-PROMOTER GROUP
18	ARPNA GOEL	25000	NON-PROMOTER GROUP
19	POONAM JAIN	140000	NON-PROMOTER GROUP
20	PUNDRIK SHARMA	10000	NON-PROMOTER GROUP
21	RAKESH KUMAR BANSAL	60000	NON-PROMOTER GROUP
22	SAMBHAV JAIN	12500	NON-PROMOTER GROUP
23	SHIKHIR KAPOOR	10000	NON-PROMOTER GROUP
24	TUSHAR AGGARWAL	50000	NON-PROMOTER GROUP
25	TARUNA BANSAL	12500	NON-PROMOTER GROUP
26	SUJIT BALA	6000	NON-PROMOTER GROUP
27	SHUBHAM BANSAL	25000	NON-PROMOTER GROUP
28	ANKUR GOEL	25000	NON-PROMOTER GROUP
29	VIKAS CHAND JAIN	25000	NON-PROMOTER GROUP
30	BHARTI AHUJA	10000	NON-PROMOTER GROUP
31	AKSHAY JAIN	25000	NON-PROMOTER GROUP
32	SIDDHARTHA GOENKA	12500	NON-PROMOTER GROUP
33	GIRIJA JHUNJHUNWALA	12500	NON-PROMOTER GROUP
34	DIVYANSH GUPTA	45000	NON-PROMOTER GROUP
35	VIKRAM BANSAL	45000	NON-PROMOTER GROUP



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36	RAJEEV KOHLI	16000	NON-PROMOTER GROUP
37	SHRESHTHA TOTEJA	25000	NON-PROMOTER GROUP
38	SHAURYA VARDHAN SONTHALIA	40000	NON-PROMOTER GROUP
39	RAJYAVARDHAN SONTHALIA	40000	NON-PROMOTER GROUP
40	MANISH SINGH	12500	NON-PROMOTER GROUP
41	VIKAS GUPTA	85000	NON-PROMOTER GROUP
42	ANUJ PRAVIN JAIN	8000	NON-PROMOTER GROUP
43	CHHAYA RANI	20000	NON-PROMOTER GROUP
44	RADHIKA PUSHKARNA	10000	NON-PROMOTER GROUP
45	DHEERAJ ARORA	5000	NON-PROMOTER GROUP
46	ANJALI YADAV	10000	NON-PROMOTER GROUP
47	NEERAJ ARORA	5000	NON-PROMOTER GROUP
48	SAMARTH ARORA	12500	NON-PROMOTER GROUP
49	VINEETA SINGH	12500	NON-PROMOTER GROUP
50	MUKESH BANSAL	10000	NON-PROMOTER GROUP
51	SUMAN BANSAL	10000	NON-PROMOTER GROUP
52	MEGHA GARG	12500	NON-PROMOTER GROUP
53	NISHANT GARG	12500	NON-PROMOTER GROUP
54	NAVEEN GOYAL	10000	NON-PROMOTER GROUP
55	ABHISHEK BANSAL	12500	NON-PROMOTER GROUP
56	SHIVANG AGARWAL	12500	NON-PROMOTER GROUP
57	VISHAL GOYAL HUF	10000	NON-PROMOTER GROUP
58	YOGESH CHANDRA GOYAL & SONS	10000	NON-PROMOTER GROUP
59	PRANAY AGGARWAL HUF	12500	NON-PROMOTER GROUP
60	PRAVIN S JAIN HUF	8000	NON-PROMOTER GROUP
61	ANUJ PRAVIN JAIN (HUF)	11000	NON-PROMOTER GROUP
62	INNOVENTIVE NETWORK SOLUTIONS PRIVATE LIMITED	50000	NON-PROMOTER GROUP
63	SHUBHAM INFRADEVELOPERS	50000	NON-PROMOTER



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	PVT LTD			GROUP
64	ENHANCED ADVISORS LLP	BUSINESS	56441	NON-PROMOTER GROUP
65	NLB SERVICES LIMITED	PRIVATE	50000	NON-PROMOTER GROUP
66	ARROW OPPORTUNITIES LIMITED	EMERGING FUND	280000	NON-PROMOTER GROUP
67	AIDOS INDIA FUND LIMITED		280000	NON-PROMOTER GROUP
68	PHILCO EXPORTS LIMITED	PRIVATE	125000	NON-PROMOTER GROUP
69	M.G METALLOY LIMITED	PRIVATE	400000	PROMOTER GROUP
70	SAURABH GOYAL & SONS HUF		400000	PROMOTER GROUP
71	GAURAV GOYAL HUF		400000	PROMOTER GROUP

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, pursuant to Regulation 161 of the SEBI (ICDR) Regulations, the **"Relevant Date"** for determining the issue price for the Preferential Issue of the Equity Shares is **10th August 2023** ("Relevant Date"), being the date 30 days prior to the date of this Extra-Ordinary General Meeting."

"RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
2. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
3. The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
4. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.



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6. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorized to do all acts, deeds, matters and things as it may, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allotees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Item No. 3: Issue of warrants, convertible into equity shares to



person(s) belonging to promoter category and to person(s) belonging to non-promoter category on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and subject to other applicable Rules/ Regulations/ Guidelines/ Notifications/ Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange', as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, upto maximum of 24,43,000 (Twenty Four Lakh Forty Three Thousand) Warrants, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice ('Warrants'), at a price of Rs. 170/- (Rupees One Hundred Seventy Only) including premium of Rs 160/- each payable in cash ('Warrants Issue Price'), or such other higher prices if any, as may be calculated in accordance with applicable rules/regulations of statutory authority, determined after taking in to consideration and in compliance with the provisions of Regulation 164(1) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018 in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the below mentioned proposed allottee(s) ("Warrant holders") in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws.



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S. No.	Name of Proposed Allottees	Maximum number of convertible warrants proposed to be allotted	Category
1	M.G METALLOY PRIVATE LIMITED	1125000	PROMOTER GROUP
2	SAURABH GOYAL & SONS HUF	580000	PROMOTER GROUP
3	GAURAV GOYAL HUF	500000	PROMOTER GROUP
4	PRAVIN SANTLAL JAIN	88000	NON-PROMOTER GROUP
5	SHRI NIWAS BANSAL	50000	NON-PROMOTER GROUP
6	MADHU BANSAL	50000	NON-PROMOTER GROUP
7	SHASHI GUPTA	50000	NON-PROMOTER GROUP

RESOLVED FURTHER THAT pursuant to Regulation 161 of SEBI (ICDR) Regulations, the **Relevant Date'** for the purpose of determination of minimum issue price for the issue and allotment of Warrants shall be **10th August 2023** ("Relevant Date"), being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting."

"RESOLVED FURTHER THAT the preferential issue of Warrants and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions as prescribed under applicable laws:

- a) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) Minimum amount of Rs. 42.50 (Rupees Forty Two and Fifty Paise) per warrant, which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payments of Rs. 127.50 (Rupees One Hundred Twenty Seven and Fifty Paise) per warrant which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- e) The right attached to Warrants may be exercised by the Warrant holder, in



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one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing written notice ('Conversion Notice') to the Company specifying the number of warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI (ICDR) Regulations.
- i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.
- j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.
- l) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution,



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the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient including making applications to BSE Limited for obtaining in-principle approval, filing of requisite documents with ROC, National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") "Depositories") (collectively referred to as "**Depositories**") and/ or such other authorities as may be necessary for this purpose, to take all such steps as may be necessary for the issuance of the Warrants and also the equity shares allotted pursuant to the exercise of the Warrants with depositories and for the credit of such Warrants and also the equity shares allotted pursuant to exercise of warrants to the respective dematerialized securities account of the Proposed Allottees and to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s), or officer(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Company Secretary/any officer(s) of the Company to give effect to the aforesaid resolutions."

By Order of the Board of Directors of
Integrated Industries Limited
(Formerly known as Integrated Technologies Ltd)



(Priyanka)
Company Secretary & Compliance Officer
Membership No.: A69893

Date: 11th August, 2023
Place: Delhi

Integrated Industries Limited

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Delhi- 110092
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E-mail: info@integratedindustries.in
Website: www.integratedindustries.in

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as '**Circulars**') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. 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), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Skyline Financial Services Pvt. Ltd., a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday, 11th August, 2023. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e 2nd September, 2023 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. Members holding shares in physical form may send scan copy of a signed request



Integrated Industries Limited

letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at info@integratedindustries.in or to the RTA at info@skylinerta.com .

b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.

6. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	06th September, 2023 at 9:00 A.M. IST
End of remote e-voting	08th September, 2023 at 5:00 P.M. IST

7. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.

8. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

10. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

Particulars	Website
Integrated Industries Limited	www.integratedindustries.in
BSE Limited	www.bseindia.com
NSDL agency for providing the Remote e-Voting facility)	www.evoting.nsdl.com

11. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Priyanka, Company Secretary & Compliance Officer of the Company at info@integratedindustries.in

12. The Board of Directors of the Company has appointed Ms. Loveleen Gupta, Proprietor of (Membership No. FCS 5287 of M/s. L. Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

13. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing its representative pursuant



Integrated Industries Limited

to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at loveleen@lqaindia.com

14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.integratedindustries.in and on the website of NSDL at www.evoting.nsdl.com.
16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

Instructions:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM 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 through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM 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 through VC/OAVM will be made available for 1000 members on a 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 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.

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

The remote e-voting period begins on **Wednesday, 6th September, 2023 at 09:00 A.M. (IST)** and ends on **Friday, 8th September, 2023 at 05:00 P.M. (IST)**. 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 cut-off date i.e. **Saturday, 2nd September, 2023**, may cast their vote electronically. The voting right of



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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 **Saturday, 2nd September, 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:

Particulars	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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.</p> <p>2. 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</p> <p>3. 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</p>



	<p>website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<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 user 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.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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:
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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 123672 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



After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL 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

Integrated Industries Limited

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 ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 General 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.



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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. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at info@integratedindustries.in latest by Thursday, 7th September, 2023 by 05:00 P.M(IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. 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 latest by Thursday, 7th September, 2023. The same will be replied by the company suitably.

By Order of the Board of Directors of
Integrated Industries Limited
(Formerly known as Integrated Technologies Ltd)



(Priyanka)
Company Secretary & Compliance Officer
Membership No. : A69893

Date: 11th August, 2023
Place: Delhi

CIN: L31909DL1995PTC277176
Regd. Office: 288, Basement, AGCR Enclave,
Delhi- 110092

Phone:9811060171
E-mail: info@integratedindustries.in
Website: integratedindustries.in

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

ITEM NO. 1

The Members may take note that presently the issued share capital of the Company is Rs. 11,11,00,000/- (Rupees Eleven Crore Eleven Lakh Only) consisting of 1,11,10,000 (One Crore Eleven Lakh Ten Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposal to issue further equity shares upto maximum of 57,77,941 (Fifty Seven Lakh Seventy Seven Thousand Nine Hundred Forty One) equity shares (which includes 33,34,941 equity shares and 24,43,000 share warrants fully convertible into 24,43,000 equity shares) of Rs. 10/- each by way of preferential allotment to the proposed allottee as proposed at Item No. 2 & 3 of this EGM Notice and other business requirements of raising funds from time to time, the Company proposes to increase its Authorized Share Capital to INR. 20,00,00,000/- (Rupees Twenty Crore Only) consisting of 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupee Ten) each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the EGM Notice.

A Copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last the date of EGM i.e. Saturday, 9th September, 2023 except all national holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested.

Item Number 2 & 3

The Board of Directors of the Company in their meeting held on 11.08.2023 has approved raising of funds by way of preferential allotment comprising fresh issuance of equity shares and warrants as per the expression of interest received from the proposed allottees. The proposed issue size will be of maximum of Rs. 98.23 (Apprx.) Crores, which includes Rs. 56,69,39,970/- to be received out of issuance of equity shares and Rs. 41,53,10,000/- out of warrants to be converted into equity shares within 18 months.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s)



Integrated Industries Limited

thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue Equity shares and warrants on a preferential basis.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to info@integratedindustries.in. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

The allotment of the equity shares and convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set forth below

The proposed issue and allotment of equity shares and warrants on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable rules made thereunder.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

Without generality to the above, the details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

The allotment of the equity shares and warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 11th August, 2023, had approved the issue of equity shares and warrants convertible in to equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 33,34,941 (Thirty Three Lakhs Thirty Four Thousand Nine Hundred and Forty One Only) equity shares and 24,43,000 (Twenty Four



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Lakhs Forty Three Thousand) warrants at a price of Rs. 170/- (Rupees One Hundred and Seventy Only) each (including premium of Rs 160/-), to the entities belonging to Non-Promoter Group and Promoter/Non Promoter Group respectively, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws .

2. Objects of the Preferential Issue:

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No	Particulars	Tentative Amount (Rs. in Crores)	Tentative time period within which the amount shall be utilized
1	To Infuse funds in wholly owned subsidiary - M/s Nurture well Foods Private Limited	58.00	Upto 1 year
2	Repayment of loan	17.00	Upto 1 year
3	To Infuse funds in wholly owned subsidiary - M/s Nurture well LLC.	14.00	Upto 1 year
4	To meet Working capital requirement	5.00	As per the requirement of the company
5	General Corporate purpose (For strategic initiatives, meeting exigencies, brand building exercises in order to strengthen our operations)	4.23 (Approx)	As per the requirement of the company

In case issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments if applicable.

3. The total/maximum number of specified securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The Resolution set out in the accompanying notice authorizes the Board for issuance of up to maximum of 33,34,941 (Thirty Three Lakhs Thirty Four Thousand Nine Hundred and Forty One Only) equity shares of face value of Rs. 10/- each and 24,43,000 (Twenty Four Lakhs Forty Three Thousand) warrants convertible in to equivalent number of equity shares of face value of Rs. 10/- each, at a price of Rs. 170/- (Rupees One Hundred Seventy Only), being the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.



4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, The '**Relevant Date**' for the determination of the minimum issue price for Equity Shares and Warrants to be issued is fixed as **10th August 2023** i.e. being the date 30 days prior to the date on which the resolution is deemed to be passed.

5. Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("BSE"). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date ; or
- b. the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

Further, if the allotment is in excess of 5% of the post issue fully diluted Share Capital, then the minimum Issue Price shall be higher of the following;

- a. Price determined in terms of Regulation 164(1) of the SEBI ICDR Regulation, 2018 as stated above; or
- b. Price determined under the Valuation Report taken from Independent Registered Valuer in compliance with Regulation 166 A(1) of the SEBI ICDR Regulations.

"**Stock Exchange**" for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

"**Frequently traded shares**" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number



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of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been computed as Rs. 168.97 per equity share or warrant, which is also higher than the fair value per share of Rs. 125.89 as recommended by Mr. Gaurang Agarwal, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2021/14187 through valuation report dated 10th August 2023, in terms of Regulation 166A (1) of the SEBI ICDR Regulation, 2018.

Therefore, in terms of Regulation 164(1) read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking into consideration minimum price as calculated above, the Issue Price has been fixed as Rs. 170/- per equity share or warrant convertible into equivalent number of equity shares including premium of Rs. 160/- per equity share or warrant

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Ms. Loveleen Gupta, Practicing Company Secretary (FCS 5287), Proprietor of M/s L. Gupta & Associates, Company Secretaries, confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 along with the Valuation Report taken from Mr. Gaurang Agarwal, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2021/14187 through valuation report dated 10th August 2023, are made available and published on the website of the Company i.e. www.integratedindustries.in.

1. The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
2. The Company, its Promoters and Directors and Proposed allottees are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

6. Amount which the Company intends to raise by way of issue of Equity Shares and Warrants:

The maximum amount proposed to be raised through present preferential issue shall be up to Rupees. 98.23 Crores (Rupees Ninety Eight Crore and Twenty Three Lakhs).



7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.

The following person(s) belonging to Promoter and Promoter Group have shown their intention to subscribe to the proposed issue:

Details of Equity Shares to be allotted:

S. No.	Name of Proposed Allottees	Maximum Number of Equity Shares proposed to be allotted
1	M.G METALLOY PRIVATE LIMITED	400000
2	SAURABH GOYAL & SONS HUF	400000
3	GAURAV GOYAL HUF	400000
	TOTAL	12,00,000

Details of Warrants to be allotted:

S. No.	Name of Proposed Allottees	Maximum Number of warrants proposed to be allotted
1	M.G METALLOY PRIVATE LIMITED	1125000
2	SAURABH GOYAL & SONS HUF	580000
3	GAURAV GOYAL HUF	500000
	Total	2205000

8. Principal terms of Assets charged as securities: Not Applicable

9. The shareholding pattern of the Company before and after the proposed issue are as follows:

S r . N o .	Category of Shareholder	Pre-Issue		Post- Issue of equity shares		Post Conversion of warrants (assuming full conversion) Fully Diluted Capital	
		No. of Shares held	% of s	No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters, Promoter Group Holding						
1	Indian						
a	Individual & HUF	3190160	66.72	3990160	49.16	5070160	48.01



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b	Family Trust	0	0.00	0	0.00	0	0.00
c	Bodies Corporate	46000	0.96	446000	5.50	1571000	14.88
	Sub-Total (A)(1)	3236160	67.68	4436160	54.66	6641160	62.89
2	Foreign						
a	Individual	50000	1.05	50000	0.62	50000	0.47
B	Bodies Corporate	100000	2.09	100000	1.22	100000	0.95
	Sub-Total (A)(2)	150000	3.14	150000	1.84	150000	1.42
	Promoters Promoter Holding (A)	3386160	70.82	4586160	56.50	6791160	64.31
B	Non-Promoter Holding						
1	Domestic Institutional Investor	0	0.00	0	0.00	0	0.00
a	Mutual Funds	12950	0.27	12950	0.16	12950	0.12
b	Venture Capital Fund	0	0.00	0	0.00	0	0.00
c	Alternative Investment Funds	0	0.00	0	0.00	0	0.00
d	Foreign Portfolio Investors/ Foreign body corporate	0	0.00	0	0.00	0	0.00
e	Financial Institutions/ Banks	2430	0.05	2430	0.03	2430	0.02
f	Provident Fund/Pension Fund	0	0.00	0	0.00	0	0.00
g	Asset Reconstruction	0	0.00	0	0.00	0	0.00
h	Sovereign Wealth Fund	0	0.00	0	0.00	0	0.00
i	NBFCs Registered with RBI	0	0.00	0	0.00	0	0.00
j	Any Other Specify	0	0.00	0	0.00	0	0.00
k	Insurance Companies	0	0.00	0	0.00	0	0.00
	Sub-Total (B)(1)	15380	0.32	15380	0.19	15380	0.15



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a	Institutions Foreign						
b	Foreign Direct Investment	0	0.00	0	0.00	0	0.00
c	Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00
d	Sovereign Wealth Fund	0	0.00	0	0.00	0	0.00
e	Foreign Portfolio Investors Category I	0	0.00	560000	6.90	560000	5.30
f	Foreign Portfolio Investors Category II	0	0.00	0	0.00	0	0.00
g	Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0.00	0	0.00
h	Any Other (specify)	0	0.00	0	0.00	0	0.00
	Sub Total (B)(2)	0	0.00	560000	6.90	560000	5.30
2	Central Government/ State Government	0	0.00	0	0.00	0	0.00
	Sub-Total (B)(3)	0	0.00	0	0.00	0	0.00
3	Non-Institutions						
a	Associate companies / Subsidiaries	0	0.00	0	0.00	0	0.00
b	Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00	0	0.00
c	Key Managerial Personnel	0	0.00	0	0.00	0	0.00
d	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and	0	0.00	0	0.00	0	0.00



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	Promoter Group' category)						
e	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', beneficiary', or 'author of the trust'	0	0.00	0	0.00	0	0.00
f	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00	0	0.00
g	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	719364	15.04	1156364	14.25	1156364	10.95
h	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	103985	2.17	858985	10.58	1096985	10.39
i	Foreign National	0	0.00	0	0.00	0	0.00
j	Foreign Companies	0	0.00	0	0.00	0	0.00
k	Resident Indian HUF	53805	1.13	105305	1.30	105305	1.00
l	Overseas Depositories (Holding DRs) (Balancing Figure)	0	0.00	0	0.00	0	0.00
m	Non-Resident Indians	11267	0.24	11267	0.14	11267	0.11
n	Clearing Member	0	0.00	0	0.00	0	0.00
o	Body Corporate	491458	10.28	822899	10.14	822899	7.79
p	Overseas Corporate Bodies	0	0.00	0	0.00	0	0.00
q	Employees Trust	0	0.00	0	0.00	0	0.00
r	Firms	40	0.00	40	0.00	40	0.00
s	Escrow	50	0.00	50	0.00	50	0.00
t	Trust	1	0.00	1	0.00	1	0.00



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	Sub-Total (B)(4)	1379970	28.86	2954911	36.41	3192911	30.24
	Total Public Shareholding (B) (B1+B2+B3+B4)	1395350	29.18	3530291	43.50	3768291	35.69
	Total (A)+(B)	4781510	100.00	8116451	100.00	10559451	100.00
C	Shares held by custodians for ADR and GDR (C)	0	0.00	0	0.00	0	0.00
	Total (A)+(B)+(C)	4781510	100.00	8116451	100.00	10559451	100.00

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of allotment of 33,34,941 equity shares and 24,43,000 warrants (convertible in to 24,43,000 number of equity shares) assuming full conversion of warrants under the present issue.

2. The pre-preferential shareholding pattern is prepared on the basis of 4th August 2023.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

As required under the SEBI ICDR Regulations the allotment of Equity Shares and Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue and the details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the Company and current and proposed status are as under:

There shall be no change in the management or control of the Company pursuant to the issue and allotment of equity shares and warrants and details of percentage on the basis of fully diluted capital and status are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis	Current Status	Proposed Status



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		of Fully Diluted Capital		
1	M.G METALLOY PRIVATE LIMITED	14.44	Promoter Group	Promoter Group
2	SAURABH GOYAL & SONS HUF	9.28	NA	Promoter Group
3	GAURAV GOYAL HUF	8.52	NA	Promoter Group
4	PHILCO EXPORTS PRIVATE LIMITED	1.18	NA	Non-Promoter
5	PRAVIN SANTLAL JAIN	0.83	NA	Non-Promoter
6	SHRI NIWAS BANSAL	0.47	NA	Non-Promoter
7	MADHU BANSAL	0.47	NA	Non-Promoter
8	SHASHI GUPTA	0.47	NA	Non-Promoter
9	SURBHI DHANDHARIA	0.14	Non-Promoter	Non-Promoter
10	NEHA TARUN GOYAL	0.12	NA	Non-Promoter
11	BHAVESH P BHANUSHALI	0.10	Non-Promoter	Non-Promoter
12	POONAM VICKEY HASWANI	0.12	NA	Non-Promoter
13	VARUN VINOD GOYAL	0.14	Non-Promoter	Non-Promoter
14	VIKAS TANDON	0.24	NA	Non-Promoter
15	AVJEET SAHNI	0.10	NA	Non-Promoter
16	DIVYA VARSHNEY	0.47	NA	Non-Promoter
17	SANJAY AHUJA	0.10	NA	Non-Promoter
18	VISHU BANSAL	0.24	NA	Non-Promoter
19	AMITA GOYAL	0.10	NA	Non-Promoter
20	VISHAL GOYAL	0.10	NA	Non-Promoter
21	YOGESH CHANDRA GOYAL	0.10	NA	Non-Promoter
22	KIRTI AGGARWAL	0.12	NA	Non-Promoter
23	PULKIT RASTOGI	0.10	NA	Non-Promoter
24	ASHITA RASTOGI	0.10	NA	Non-Promoter
25	SULABH JAIN	0.10	NA	Non-Promoter
26	ARPNA GOEL	0.24	NA	Non-Promoter
27	POONAM JAIN	1.32	NA	Non-



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				Promoter
28	PUNDRIK SHARMA	0.10	NA	Non-Promoter
29	RAKESH KUMAR BANSAL	0.57	Non-Promoter	Non-Promoter
30	SAMBHAV JAIN	0.12	NA	Non-Promoter
31	SHIKHIR KAPOOR	0.10	NA	Non-Promoter
32	TUSHAR AGGARWAL	0.47	NA	Non-Promoter
33	TARUNA BANSAL	0.12	NA	Non-Promoter
34	SUJIT BALA	0.06	NA	Non-Promoter
35	SHUBHAM BANSAL	0.24	NA	Non-Promoter
36	ANKUR GOEL	0.24	NA	Non-Promoter
37	VIKAS CHAND JAIN	0.24	NA	Non-Promoter
38	BHARTI AHUJA	0.10	NA	Non-Promoter
39	AKSHAY JAIN	0.24	NA	Non-Promoter
40	SIDDHARTHA GOENKA	0.12	NA	Non-Promoter
41	GIRIJA JHUNJHUNWALA	0.12	NA	Non-Promoter
42	DIVYANSH GUPTA	0.43	NA	Non-Promoter
43	VIKRAM BANSAL	0.43	NA	Non-Promoter
44	RAJEEV KOHLI	0.15	NA	Non-Promoter
45	SHRESHTHA TOTEJA	0.24	NA	Non-Promoter
46	SHAURYA VARDHAN SONTHALIA	0.38	NA	Non-Promoter
47	RAJYAVARDHAN SONTHALIA	0.38	NA	Non-Promoter
48	MANISH SINGH	0.12	NA	Non-Promoter
49	VIKAS GUPTA	0.80	NA	Non-Promoter
50	ANUJ PRAVIN JAIN	0.07	NA	Non-Promoter
51	CHHAYA RANI	0.19	NA	Non-Promoter
52	RADHIKA PUSHKARNA	0.10	NA	Non-Promoter
53	DHEERAJ ARORA	0.05	NA	Non-Promoter
54	ANJALI YADAV	0.10	NA	Non-Promoter



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55	NEERAJ ARORA	0.05	NA	Non-Promoter
56	SAMARTH ARORA	0.12	Non-Promoter	Non-Promoter
57	VINEETA SINGH	0.12	NA	Non-Promoter
58	MUKESH BANSAL	0.10	NA	Non-Promoter
59	SUMAN BANSAL	0.10	NA	Non-Promoter
60	MEGHA GARG	0.12	Non-Promoter	Non-Promoter
61	NISHANT GARG	0.12	NA	Non-Promoter
62	NAVEEN GOYAL	0.10	NA	Non-Promoter
63	ABHISHEK BANSAL	0.12	NA	Non-Promoter
64	SHIVANG AGARWAL	0.12	NA	Non-Promoter
65	VISHAL GOYAL HUF	0.10	NA	Non-Promoter
66	YOGESH CHANDRA GOYAL & SONS	0.10	NA	Non-Promoter
67	PRANAY AGGARWAL HUF	0.12	NA	Non-Promoter
68	PRAVIN S JAIN HUF	0.07	NA	Non-Promoter
69	ANUJ PRAVIN JAIN (HUF)	0.10	NA	Non-Promoter
70	INNOVENTIVE NETWORK SOLUTIONS PRIVATE LIMITED	0.47	Non-Promoter	Non-Promoter
71	SHUBHAM INFRADEVELOPERS PVT LTD	0.47	NA	Non-Promoter
72	ENHANCED BUSINESS ADVISORS LLP	0.53	NA	Non-Promoter
73	NLB SERVICES PRIVATE LIMITED	0.47	NA	Non-Promoter
74	ARROW EMERGING OPPORTUNITIES FUND LIMITED	2.65	NA	Non-Promoter
75	AIDOS INDIA FUND LIMITED	2.65	NA	Non-Promoter



12.No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the current financial year i.e. 2023-24, no preferential allotment has been made to any person by the Company.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable as there is no allotment for consideration other than cash.

14. Lock-in:

The equity shares to be allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

15. Listing of Securities:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Undertaking:

The Company hereby undertakes that:

- a. None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- c. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.



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- f. The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- g. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- h. The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Ms. Loveleen Gupta, a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at www.integratedindustries.in

18. Report of Independent Registered Valuer:

1. The price of the equity shares and warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 10th August 2023, issued by Mr. Gaurang Agarwal, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2021/14187 in accordance with Regulation 166A(1) of the SEBI ICDR Regulations 2018, ("Valuation Report").

The Valuation Report is also available for inspection by the members and the same may be accessed on the Company's website at www.integratedindustries.in

2. The Company shall appoint SEBI Registered Credit Rating Agency as Monitoring Agency for monitoring the use of issue proceeds in compliance with SEBI ICDR Regulations
3. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that maybe held by them.**

Sr. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre- Issue Shareholding ²		No. of Equity Shares to be allotted	Post Percentage after allotment of equity shares	No of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding ³ (Fully Diluted Capital)	
				No. of equity shares	%				No. of equity shares	% ⁴
1	M.G METALLOY PRIVATE LIMITED	AAGCM5789D	Mr. Gaurav Gupta	2000	0.04	400000	4.95	1125000	1525000	14.44
2	SAURABH GOYAL & SONS HUF	ABFHS1286J	Mr. Saurabh Goyal (Karta)	Nil	NA	400000	4.93	580000	980000	9.28



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3	GAURAV GOYAL HUF	AAEHG8525 N	Mr. Gaurav Goyal (Karta)	Nil	NA	40000 0	4.93	50000 0	900000	8.52
4	PRAVIN SANTLAL JAIN	AAKPJ358 6A	Not Applicable	Nil	NA	Nil	NA	88000	88000	0.83
5	SHRI NIWAS BANSAL	AAFPB43 68M	Not Applicable	Nil	NA	Nil	NA	50000	50000	0.47
6	MADHU BANSAL	AAFPB43 71E	Not Applicable	Nil	NA	Nil	NA	50000	50000	0.47
7	SHASHI GUPTA	AAHPG13 58G	Not Applicable	Nil	NA	Nil	NA	50000	50000	0.47
8	PHILCO EXPORTS PRIVATE LIMITED	AACP3961E	Ms. Amita Goyal	Nil	NA	12500 0	1.54	0	125000	1.18
9	SURBHI DHANDHARIA	BDDTPD95 08F	Not Applicable	150	0.00 3	15000	0.19	Nil	15150	0.14
10	NEHA TARUN GOYAL	AKJPG89 75F	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
11	BHAVESH P BHANUSHALI	AJXPB950 3H	Not Applicable	100	0.00 2	10000	0.12	Nil	10100	0.10
12	POONAM VICKEY HASWANI	AIIPH768 9E	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
13	VARUN VINOD GOYAL	ALRPG64 79K	Not Applicable	150	0.00 3	15000	0.19	Nil	15150	0.14
14	VIKAS TANDON	AHQPT14 68E	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
15	AVJEET SAHNI	AWJPS18 62P	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
16	DIVYA VARSHNEY	ADVPJ17 74G	Not Applicable	Nil	NA	50000	0.62	Nil	50000	0.47
17	SANJAY AHUJA	AAFPA11 16Q	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
18	VISHU BANSAL	BJGPB57 21D	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
19	AMITA GOYAL	AEEPG88 10N	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
20	VISHAL GOYAL	AASPG90 50E	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
21	YOGESH CHANDRA GOYAL	AEEPG88 07K	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
22	KIRTI AGGARWAL	AJQPB78 79K	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
23	PULKIT RASTOGI	AHDPR48 13N	Not Applicable	Nil	NA	11000	0.13	Nil	11000	0.10
24	ASHITA RASTOGI	AGDPJ73 72B	Not Applicable	Nil	NA	11000	0.13	Nil	11000	0.10
25	SULABH JAIN	AGDPJ48 35H	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
26	ARPNA GOEL	AARPG93 36N	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
27	POONAM JAIN	AAJPJ038 7Q	Not Applicable	Nil	NA	14000 0	1.72	Nil	140000	1.32
28	PUNDRIK SHARMA	AWLPS23 04Q	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
29	RAKESH KUMAR BANSAL	AADPB73 60D	Not Applicable	4700	0.10	60000	0.74	Nil	60000	0.57



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30	SAMBHAV JAIN	AGDPJ20 24Q	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
31	SHIKHIR KAPOOR	AWUPK45 46K	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
32	TUSHAR AGGARWAL	BURPA54 57R	Not Applicable	Nil	NA	50000	0.62	Nil	50000	0.47
33	TARUNA BANSAL	AADPB73 61C	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
34	SUJIT BALA	BFIPB953 4E	Not Applicable	Nil	NA	6000	0.07	Nil	6000	0.06
35	SHUBHAM BANSAL	BYEPB05 59E	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
36	ANKUR GOEL	AIKPG257 1Q	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
37	VIKAS CHAND JAIN	AAKPJ559 2J	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
38	BHARTI AHUJA	APTPA663 9K	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
39	AKSHAY JAIN	ADGPJ60 95H	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
40	SIDDHARTHA GOENKA	BDSPG37 47C	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
41	GIRIJA JHUNJHUNWALA	AEIPJ708 6B	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
42	DIVYANSH GUPTA	AUTPG04 70H	Not Applicable	Nil	NA	45000	0.55	Nil	45000	0.43
43	VIKRAM BANSAL	AGCPB85 23H	Not Applicable	Nil	NA	45000	0.55	Nil	45000	0.43
44	RAJEEV KOHLI	AERPK48 09C	Not Applicable	Nil	NA	16000	0.20	Nil	16000	0.15
45	SHRESHTHA TOTEJA	AFOPT10 45H	Not Applicable	Nil	NA	25000	0.31	Nil	25000	0.24
46	SHAURYA VARDHAN SONTHALIA	COKPS74 76E	Not Applicable	Nil	NA	40000	0.49	Nil	40000	0.38
47	RAJYAVARDHAN SONTHALIA	COKPS74 77F	Not Applicable	Nil	NA	40000	0.49	Nil	40000	0.38
48	MANISH SINGH	AXTPS68 04Q	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
49	VIKAS GUPTA	AEQPG92 77F	Not Applicable	Nil	NA	85000	1.05	Nil	85000	0.80
50	ANUJ PRAVIN JAIN	AFLPJ064 0P	Not Applicable	Nil	NA	8000	0.10	Nil	8000	0.07
51	CHHAYA RANI	ALVPR58 66K	Not Applicable	Nil	NA	20000	0.25	Nil	20000	0.19
52	RADHIKA PUSHKARNA	BGNPP43 10C	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
53	DHEERAJ ARORA	AFOPA31 48Q	Not Applicable	Nil	NA	5000	0.06	Nil	5000	0.05
54	ANJALI YADAV	ACMPY27 22K	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
55	NEERAJ ARORA	ADDP27 95E	Not Applicable	Nil	NA	5000	0.06	Nil	5000	0.05
56	SAMARTH ARORA	EQZPA96 88F	Not Applicable	100	0.00 2	12500	0.15	Nil	12500	0.12
57	VINEETA SINGH	AUXPS70 03A	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
58	MUKESH BANSAL	AAFPB43 70F	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
59	SUMAN BANSAL	AEGPB86 59A	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10



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60	MEGHA GARG	AHNPA17 22F	Not Applicable	400	0.01	12900	0.16	Nil	12900	0.12
61	NISHANT GARG	ARUPG82 06H	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
62	NAVEEN GOYAL	ABBP30 05B	Not Applicable	Nil	NA	10000	0.12	Nil	10000	0.10
63	ABHISHEK BANSAL	AAMPB74 29E	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
64	SHIVANG AGARWAL	BVTPA44 53Q	Not Applicable	Nil	NA	12500	0.15	Nil	12500	0.12
65	VISHAL GOYAL HUF	AAFHV30 80E	Mr. Vishal Goyal (Karta)	Nil	NA	10000	0.12	Nil	10000	0.10
66	YOGESH CHANDRA GOYAL & SONS	AAAHY04 57K	Mr. Yogesh Chandra Goyal (Karta)	Nil	NA	10000	0.12	Nil	10000	0.10
67	PRANAY AGGARWAL HUF	AALHP36 18J	Mr. Pranay Aggarwal (Karta)	Nil	NA	12500	0.15	Nil	12500	0.12
68	PRAVIN S JAIN HUF	AAEHP78 87G	Mr. Pravin S Jain (Karta)	Nil	NA	8000	0.10	Nil	8000	0.07
69	ANUJ PRAVIN JAIN (HUF)	AALHA25 15F	Mr. Anuj Pravin Jain (Karta)	Nil	NA	11000	0.13	Nil	11000	0.10
70	INNOVENTIVE NETWORK SOLUTIONS PRIVATE LIMITED	AAFCI603 1F	Mr. Lakh Bansal and Mr. Meku Paswan	200	0.00 4	50000	0.62	Nil	50000	0.47
71	SHUBHAM INFRADEVELO PERS PVT LTD	AAPCS73 51G	Ms. Shalini Aggarwal	Nil	NA	50000	0.62	Nil	50000	0.47
72	ENHANCED BUSINESS ADVISORS LLP	AAGFE39 42H	Mr. Navneet Jain and Mr. Abhishek Mishra	Nil	NA	56441	0.69	Nil	56441	0.53
73	NLB SERVICES PRIVATE LIMITED	AAECN08 01B	Ms. Reeta Alug	Nil	NA	50000	0.62	Nil	50000	0.47
74	ARROW EMERGING OPPORTUNITI ES FUND LIMITED	AAYCA8855 E	Michail Mavros (Foreign National)	Nil	NA	28000 0	3.45	Nil	28000 0	2.65
75	AIDOS INDIA FUND LIMITED	AANCA19 23E	Michail Mavros (Foreign National)	Nil	NA	28000 0	3.45	Nil	28000 0	2.65



Integrated Industries Limited

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 4th August, 2023.
3. Post Preferential Shareholding calculated assuming full conversion of warrants i.e 24,43,000 to be issued under the said issue and allotment of 33,34,941 equity shares under the present issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and warrants. However, voting rights will change in tandem with the shareholding pattern.

19. Other Disclosures

- a) During the period from April 01, 2023 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- c) Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 and 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Saurabh Goyal, Chairperson & Managing Director and Mr. Sanidhya Garg, Executive Director of the Company are concerned or interested to the extent of their shareholding and are the member of the promoter & promoter group

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 2 & 3 in the accompanying notice for approval by the Members.

**By Order of the Board of Directors of
Integrated Industries Limited
(Formerly known as Integrated Technologies Ltd)**


(Priyanka)
Company Secretary & Compliance Officer
Membership No. : A69893

Integrated Industries Limited

Date: 11th August, 2023
Place: Delhi

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