



# INTEGRATED INDUSTRIES LIMITED

CIN-L10719DL1995PLC277176

Formerly known as Integrated Technologies Limited

Date: 27<sup>th</sup> November, 2023

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai— 400 001.

Sub: Submission of Notice of the Extra Ordinary General Meeting (EGM) scheduled to be held on Wednesday, 20<sup>th</sup> December, 2023 through VC/OAVM.

Dear Sir/ Madam,

This is in furtherance to our earlier letters dated 22<sup>nd</sup> November 2023 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of the 02 /2023-24 Extra - Ordinary General Meeting of the Company, along with Explanatory Statement and e-voting instructions ("EGM Notice"), scheduled to be held on Wednesday, 20<sup>th</sup> December, 2023 at 12:00 p.m (IST), through Video Conferencing (VC)/ Other Audio Visual Means(OAVM) in compliance with various Circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The EGM Notice is being sent only by email to all the shareholders of the Company whose names are registered with the Company or Depository Participants and whose names appears in the register of members as on the close of the business hours of Friday, 17<sup>th</sup> November 2023.

Further, we wish to inform that pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide to its members, the facility to vote on resolutions proposed to be passed at the EGM by electronic means through remote e-voting or through voting at the EGM (Instapoll).

The members whose names are registered with the Company/ Depository Participants and whose names appears in the register of members as on the cut-off date i.e Wednesday, 13<sup>th</sup> December, 2023 shall be entitled to vote on the resolutions proposed to be passed at the EGM.

The EGM Notice along with explanatory statements and e-voting instructions is available on the website of the Company i.e [www.integratedindustries.in](http://www.integratedindustries.in), as well as on the website of the stock exchanges i.e BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the NSDL, at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

We request you to kindly take the same on records.  
Thanking you,

Yours faithfully  
**Integrated Industries Limited**  
(Formerly known as Integrated Technologies Ltd)



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

Registered Office: 288, Basement, AGCR Enclave Delhi - 110092, India.  
Corporate Office: B-16, Second Floor, Sector-2, Noida 201301, India.  
E-mail: [info@integratedindustries.in](mailto:info@integratedindustries.in) Website: [www.integratedindustries.in](http://www.integratedindustries.in)  
Mobile: +91 9811060171 Phone: 011-45511351 Fax: 011-45511351



# INTEGRATED INDUSTRIES LIMITED

(Formerly known as Integrated Technologies Limited)

CIN-L31909DL1995PLC277176

Registered Office: 288, Basement, AGCR Enclave Delhi - 110092, India.  
Corporate Office: B-16, Second Floor, Sector-2, Noida 201301, India.  
E-mail: info@integratedindustries.in Website: www.integratedindustries.in  
Mobile: +91 9811060171 Phone: 011-45511351 Fax: 011-45511351

## NOTICE OF 02/2023-24 EXTRA-ORDINARY GENERAL MEETING

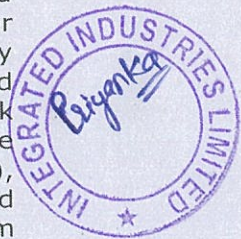
Notice is hereby given that (02/2023-24) Extra-Ordinary General Meeting ("EGM") of Integrated Industries Limited (formerly known as Integrated Technologies Limited) will be held on **Wednesday, 20<sup>th</sup> December, 2023** at 12.00 Noon (IST) through Video Conferencing ("VC") or Other Audio Visual 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: 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



Integrated Industries Limited

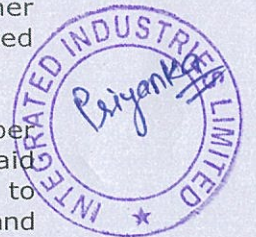
Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, upto maximum of 20,50,000 (Twenty Lakhs Fifty Thousand) Warrants, 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. 366/- (Rupees Three Hundred Sixty Six Only) including premium of Rs 356/- 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.

S. No.	Name of Proposed Allottees	Maximum number of convertible warrants proposed to be allotted	Category
1	Mr. Manan Garg	550000	PROMOTER GROUP
2	M/s Primus Overseas (P) Limited	1500000	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 **20<sup>th</sup> November, 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:

- 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.
- Minimum amount of Rs. 91.50 (Rupees Ninety One 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. 274.50 (Rupees Two Hundred Seventy Four 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).



Integrated Industries Limited

- 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 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.



Integrated Industries Limited

- 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, 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."



Integrated Industries Limited

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: 22<sup>nd</sup> November, 2023  
Place: New Delhi

**CIN: L31909DL1995PTC277176**  
**Regd. Office: 288, Basement, AGCR Enclave,**  
**Delhi-110092**  
**Phone:9811060171**  
**E-mail: [info@integratedindustries.in](mailto:info@integratedindustries.in)**  
**Website: [www.integratedindustries.in](http://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, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated 25<sup>th</sup> September 2023 (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, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 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.

**Integrated Industries Limited**

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 17<sup>th</sup> November, 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 [Wednesday, 13<sup>th</sup> December, 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 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](mailto:info@integratedindustries.in) or to the RTA at [info@skylinerta.com](mailto: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:

<b>Commencement of remote e-voting</b>	<b>17<sup>th</sup> December, 2023 at 9:00 A.M. IST</b>
<b>End of remote e-voting</b>	<b>19<sup>th</sup> December, 2023 at 5:00 P.M. IST</b>

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):

<b>Particulars</b>	<b>Website</b>
Integrated Industries Limited	<a href="http://www.integratedindustries.in">www.integratedindustries.in</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
NSDL agency for providing the Remote e-Voting facility)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

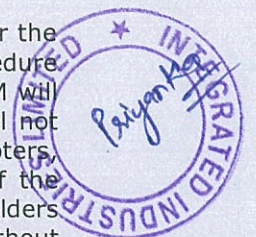


## Integrated Industries Limited

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](mailto: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 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](mailto: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](http://www.integratedindustries.in) and on the website of NSDL at [www.evoting.nsdl.com](http://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 **Sunday, 17<sup>th</sup> December, 2023 at 09:00 A.M. (IST)** and ends on **Tuesday, 19<sup>th</sup> December, 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. Wednesday, 13<sup>th</sup> December, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 13<sup>th</sup> December, 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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select</p>



	<p><b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a</p>



## Integrated Industries Limited

	e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.
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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.

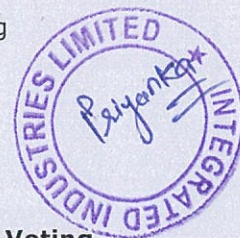
After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

6. Now, you will have to click on "Login" button.

7. 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



## Integrated Industries Limited

- 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](mailto:loveleen@lgaindia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in).

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

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



## Integrated Industries Limited

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.
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](mailto:info@integratedindustries.in) latest by Monday, 18<sup>th</sup> December, 2023 by 05:00 P.M(IST). Those members who have pre-registered themselves as a speaker will



**Integrated Industries Limited**

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](mailto:info@integratedindustries.in) latest by Monday, 18<sup>th</sup> December, 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: 22<sup>nd</sup> November, 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 Board of Directors of the Company in their meeting held on 22<sup>nd</sup> November, 2023 has approved raising of funds by way of preferential allotment comprising fresh issuance of warrants as per the expression of interest received from the proposed allottees. The proposed issue size shall be of maximum of Rs. 75.03 Crores.

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) 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





## Integrated Industries Limited

as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

The allotment of the 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 22<sup>nd</sup> November, 2023, had approved the issue of warrants convertible in to equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 20,50,000 (Twenty Lakhs Fifty Thousand) warrants at a price of Rs. 366/- (Rupees Three Hundred and Sixty Only) each (including premium of Rs 356/-), to the entities belonging to Promoter/Non Promoter Group 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:

<b>Sr. No</b>	<b>Particulars</b>	<b>Tentative Amount (Rs. in Crores)</b>
1	To Infuse funds in wholly owned subsidiary - M/s Nurture well LLC.	57.03
2	General Corporate purpose (For strategic initiatives, meeting exigencies, brand building exercises in order to strengthen our operations)	18.00

### **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 20,50,000 (Twenty Lakhs Fifty Thousand) warrants convertible in to equivalent number of equity shares of face value of Rs. 10/- each, at a price of Rs. 366/- (Rupees Three Hundred and Sixty Six 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 warrants to be issued is fixed as **20<sup>th</sup> November 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 of total shares of such class of the issuer company shall represent the total number of*



## Integrated Industries Limited

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. 365.89 per warrant, which is also higher than the fair value per share of Rs. 267.76 as recommended by Mr. Gaurang Agarwal, Independent Registered Valuer, IBBI Registration No. IBBI/RV/06/2021/14187 through valuation report dated 20<sup>th</sup> November, 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. 366/- per warrant convertible into equivalent number of equity shares of face value of Rs 10/- each including premium of Rs. 356/- per 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 20<sup>th</sup> November, 2023, are made available and published on the website of the Company i.e. [www.integratedindustries.in](http://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 Warrants:**

The maximum amount proposed to be raised through present preferential issue shall be up to Rupees. 75,03,00,000/- (Rupees Seventy Five Crore and Three Lakhs Only).



**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 Warrants to be allotted:**

S. No.	Name of Proposed Allottees	Maximum Number of Equity Shares proposed to be allotted
1	Mr. Manan Garg	550000
	<b>TOTAL</b>	<b>5,50,000</b>

**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:**

Sr. No.	Category of Shareholder	Pre-Issue		Post Conversion of warrants (assuming full conversion) Fully Diluted Capital	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A</b>	<b>Promoters, Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a	Individual & HUF	3990160	49.24	5620160	44.62
b	Family Trust		0.00		
c	Bodies Corporate	446000	5.50	1571000	12.47
	<b>Sub-Total (A)(1)</b>	<b>4436160</b>	<b>54.74</b>	<b>7191160</b>	<b>57.09</b>
<b>2</b>	<b>Foreign</b>		0.00		
a	Individual	50000	0.62	50000	0.40
B	Bodies Corporate	100000	1.23	100000	0.79
	<b>Sub-Total (A)(2)</b>	<b>150000</b>	<b>1.85</b>	<b>150000</b>	<b>1.19</b>
	<b>Promoters Promoter Holding (A)</b>	<b>4586160</b>	<b>56.59</b>	<b>7341160</b>	<b>58.28</b>
<b>B</b>	<b>Non-Promoter Holding</b>	0.00	0.00	0.00	0.00
1	Domestic Institutional Investor	0.00	0.00	0.00	0.00



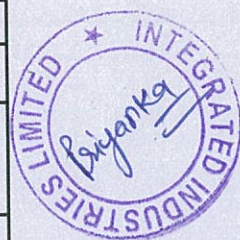
Integrated Industries Limited

a	Mutual Funds	12950	0.16	12950	0.10
b	Venture Capital Fund	0.00	0.00	0.00	0.00
c	Alternative Investment Funds	0.00	0.00	0.00	0.00
d	Foreign Portfolio Investors/ Foreign body corporate	0.00	0.00	0.00	0.00
e	Financial Institutions/ Banks	2430	0.03	2430	0.02
f	Provident Fund/Pension Fund	0.00	0.00	0.00	0.00
g	Asset Reconstruction	0.00	0.00	0.00	0.00
			0.00		
h	Sovereign Wealth Fund	0.00	0.00	0.00	0.00
			0.00		
i	NBFCs Registered with RBI	0.00	0.00	0.00	0.00
			0.00		
j	Any Other Specify	0.00	0.00	0.00	0.00
			0.00		
k	Insurance Companies	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>15380</b>	<b>0.19</b>	<b>15380</b>	<b>0.12</b>
a	<b>Institutions Foreign</b>	0.00	0.00	0.00	0.00
b	Foreign Direct Investment	0.00	0.00	0.00	0.00
c	Foreign Venture Capital Investors	0.00	0.00	0.00	0.00
d	Sovereign Wealth Fund	0.00	0.00	0.00	0.00
e	Foreign Portfolio Investors Category I	<b>560000</b>	<b>6.91</b>	<b>560000</b>	<b>4.45</b>
f	Foreign Portfolio Investors Category II	0.00	0.00	0.00	0.00
g	Overseas Depositories (holding DRs) (balancing figure)	0.00	0.00	0.00	0.00
h	Any Other (specify)	0.00	0.00	0.00	0.00
	<b>Sub Total (B)(2)</b>	<b>560000</b>	<b>6.91</b>	<b>560000</b>	<b>4.45</b>



Integrated Industries Limited

2	Central Government/State Government	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(3)</b>	0.00	0.00	0.00	0.00
3	Non-Institutions	0.00	0.00	0.00	0.00
a	Associate companies / Subsidiaries	0.00	0.00	0.00	0.00
b	Directors and their relatives (excluding independent directors and nominee directors)	0.00	0.00	0.00	0.00
c	Key Managerial Personnel	0.00	0.00	0.00	0.00
d	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0.00	0.00	0.00	0.00
e	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0.00	0.00	0.00	0.00
f	Investor Education and Protection Fund (IEPF)	0.00	0.00	0.00	0.00
g	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	1145552	14.14	1145552	9.09
h	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	936330	11.55	1174330	9.32
i	Foreign National	0.00	0.00	0.00	0.00
j	Foreign Companies	0.00	0.00	0.00	0.00
k	Resident Indian HUF	94645	1.17	94645	0.75
l	Overseas Depositories (Holding DRs) (Balancing Figure)	0.00	0.00	0.00	0.00
m	Non-Resident Indians	10242	0.13	10242	0.08
n	Clearing Member	0.00	0.00	0.00	0.00



Integrated Industries Limited

o	Body Corporate	755051	9.32	2255051	17.90
p	Overseas Corporate Bodies	0.00	0.00	0.00	0.00
q	Employees Trust	0.00	0.00	0.00	0.00
r	Firms	540	0.01	540	0.01
s	Escrow	50	0.00	50	0.00
t	Trust	1	0.00	1	0.00
	<b>Sub-Total (B)(4)</b>	<b>2942411</b>	<b>36.31</b>	<b>4680411</b>	<b>37.15</b>
	<b>Total Public Shareholding (B) (B1+B2+B3+B4)</b>	<b>3517791</b>	<b>43.41</b>	<b>5255791</b>	<b>41.72</b>
	<b>Total (A)+(B)</b>	<b>8103951</b>	<b>100.00</b>	<b>12596951</b>	<b>100.00</b>
C	Shares held by custodians for ADR and GDR (C)	0	0	0	0
	<b>Total (A)+(B)+(C)</b>	<b>8103951</b>	<b>100.00</b>	<b>12596951</b>	<b>100.00</b>

**Notes:**

- The above mentioned post preferential issue shareholding pattern of the Company is calculated assuming full conversion of 24,43,000 warrants pending for conversion (convertible in to 24,43,000 number of equity shares) and full conversion of 20,50,000 warrants to be issued under the present issue.
- The pre-preferential shareholding pattern is prepared on the basis of 17<sup>th</sup> November, 2023.

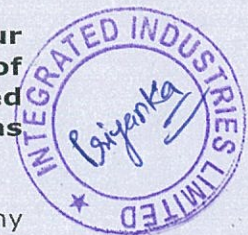
**10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of 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:



Integrated Industries Limited

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of Fully Diluted Capital	Current Status	Proposed Status
1	Mr. Manan Garg	4.37	Not holding any shares	Promoter Group
2	M/s Primus Overseas (P) Limited	11.91	Not holding any shares	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, Preferential Allotment has been made to 70 number of persons other than this proposed allotment, 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 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 allotted pursuant to conversion of warrants. 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:





## Integrated Industries Limited

- 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.
- 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:

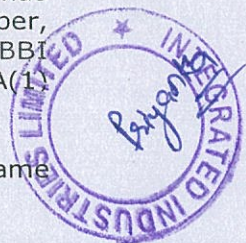
As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Ms. Loveleen Gupta, a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be made available for inspection by the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

### 18. Report of Independent Registered Valuer:

1. The price of the warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 20<sup>th</sup> November, 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](http://www.integratedindustries.in).

2. **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.**



Integrated Industries Limited

Sr. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners <sup>1</sup>	Pre- Issue Shareholding <sup>2</sup>		No. of warrants to be allotted	No of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding <sup>3</sup> (Fully Diluted Capital)	
				No. of equity shares	%			No. of equity shares <sup>4</sup>	%
1	Mr. Manan Garg	DQEPG7112N	Not Applicable	Nil	NA	550000	550000	550000	4.37
2	M/s Primus Overseas (P) Limited	AAICP5386K	Mr. Yuvraj Sabharwal And Mr. Shahvez Alam	Nil	NA	1500000	1500000	1500000	11.91

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 17<sup>th</sup> November, 2023.
3. Post Preferential Shareholding percentage has been calculated assuming full conversion of warrants i.e 24,43,000 pending for conversion and 20,50,000 number of warrants to be issued 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 made 1 (One) preferential issue of equity shares and warrants.
- 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 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Sanidhya Garg, Executive Director of the Company is concerned or interested to the extent of his shareholding and is 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.



Integrated Industries Limited

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. 1 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

Date: 22<sup>nd</sup> November, 2023

Place: Delhi

**CIN: L31909DL1995PTC277176**

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

**Phone:9811060171**

**E-mail: [info@integratedindustries.in](mailto:info@integratedindustries.in)**

**Website: [integratedindustries.in](http://integratedindustries.in)**