

INTEGRA SWITCHGEAR LIMITED

**30th ANNUAL REPORT
2021 - 2022**

INTEGRA SWITCHGEAR LIMITED**30th ANNUAL REPORT 2021-22**

BOARD OF DIRECTORS	1. Mr. Pankaj Jamnadas Vora, Whole Time Director cum Chief Financial Officer
	2. Mrs. Mayuri Pankaj Vora, Non-Executive Director
	3. Mr. Jagesh Mahendrabhai Doshi, Independent Director
	4. Ms. Mansi Ashok Shah, Additional Independent Director
COMPANY SECRETARY	CS Rehanabibi Rijwan Kudalkar
AUDITORS	M/s. C. Mukherjee & Co., Chartered Accountants, Vadodara.
BANKERS	State Bank of India & Makarpura Co-Operative Bank, Makarpura Branch, Vadodara
REGISTERED OFFICE	102, Gharonda Apts, Indira Marg, Navapura, Vadodara – 390010, Gujarat. Tel : +91 0265-2831195 / 2830114
Corporate Identification Number (CIN)	L29130GJ1992PLC018684
REGISTRAR AND SHARE TRANSFER AGENT	ADROIT CORPORATE SERVICES PRIVATE LIMITED Registered office: 18-20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East) Mumbai -400059, Maharashtra, India Email: info@adroitcorporate.com Contact: 022-42270400 & Fax: 022-28503748 Website: adroitcorporate.com
E-mail address	integra.pankajvora@gmail.com
Website	www.integraindia.com

INTEGRA SWITCHGEAR LIMITED

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of INTEGRA SWITCHGEAR LIMITED will be held at 3.00 p.m. on 26th September, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March 2022 together with Directors' and Auditors' Reports thereon.
2. To appoint Mrs. Mayuri Pankaj Vora (DIN: 07163533), Director who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. C. Mukherjee & Co., Chartered Accountant as statutory auditor of the company and fix their remuneration.

Special business:

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

RESOLVED THAT pursuant to the provisions of section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with schedule IV of the Companies Act, 2013, Ms. Mansi Ashok Shah (DIN: 09380432), who was appointed as an Additional Director (Independent Director) by Board of Directors of the Company with effect from 2nd November, 2021 who cease to be a Director at the ensuing annual general meeting and in respect whom the Company has received notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years upto 1st November, 2023.

5. To consider and if thought fit, to pass the following resolutions as special resolutions:

RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management Act, 1999, the Consolidated FDI Policy, Master Direction – Foreign Investment in India issued by Reserve Bank of India dated January 4, 2018 and amended from time to time read with circulars issued by SEBI from time to time for monitoring of foreign investments dated April 5, 2018 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for taking approval to increase foreign investments including Non-Resident Indians (NRIs), and Persons of Indian Origin (PIOs) on repatriation / non-repatriation basis through portfolio investment scheme (PIS), from 10% to maximum ceiling of 24% of the paid up capital of the Company including previous foreign investments, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including

intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto.

Dated : 05-08-2022

Place : Vadodara

Registered office: 102, Gharonda Appts, Indira Marg,
Navapura, Vadodara – 390010, Gujarat.

By Order of the Board of Directors

Pankaj Jamnadas Vora
Whole Time Director cum CFO
DIN: 00259241

NOTES:

- 1) In view of the continuing outbreak of COVID-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular no.02/2022 dated May 05,2022 read with circulars dated January 13, 2021 May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (referred to as “SEBI Circular”) permitted and permission further extended for the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue to follow social distancing norm and the continuing restriction on movement of persons at several places in the country. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to integra.rehana@gmail.com and Company will send required resolution / authorization to Scrutinizer by email.
- 5) The register of members and share transfer book will remain closed from Tuesday, the 20th September, 2022 to Monday, the 26th September, 2022 [both days inclusive]. Members may join the 30th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be

kept open for the Members from 2:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 30th AGM. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6) As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members are hereby informed that our Company has appointed **ADROIT CORPORATE SERVICES PRIVATE LIMITED** as Registrar & Transfer Agent (RTA) for providing electronic connectivity and to handle work related to transfer of physical securities, maintenance of records of the holders of securities of the aforesaid company as per Regulations of 53A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. Members are requested to contact them for dematerialization of shares by sending email on info@adroitcorporate.com for further clarification and process of dematerialization of shares.

7) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company - integra.rehana@gmail.com or company's RTA Adroit Corporate Services Private Limited- info@adroitcorporate.com

8) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company - integra.rehana@gmail.com or company's RTA Adroit Corporate Services Private Limited- info@adroitcorporate.com

9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company-integra.rehana@gmail.com.

10) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before 7 days of the date of AGM through email on integra.rehana@gmail.com

11) Pursuant to Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

12) The company has created an exclusive E-mail. Id: integra.rehana@gmail.com for quick redressal of shareholders/investors grievances.

13) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, read with circular issued by MCA dated May 05, 2022 & dated January 13, 2021 and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.integraindia.com and at the BSE website www.bseindia.com.

14) In terms of Section 152 of the Companies Act, 2013, Mrs. Mayuri Pankaj Vora (DIN: 07163533), Director retires by rotation at the ensuing AGM and being eligible, offers herself for reappointment.

15) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide remote E-voting facility through NSDL for all the members of the Company to enable them to cast their votes electronically and the instructions for E-voting are attached separately.

16) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, address, folio number, DP ID, PAN, Mobile number at integra.rehana@gmail.com before three days of scheduled AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17) The Board of Directors of the Company has appointed Mr. Dineshchandra Mangaldas Mehta of M/s. Dinesh Mehta & Co., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

18) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. Monday, 19th September, 2022. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Monday, 19th September, 2022 only, shall be entitled to avail the facility of e-voting / Poll.

19) The Scrutinizer, after scrutinising the votes cast at the meeting through e-voting and through remote e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.integraindia.com and the results shall simultaneously be communicated to the Bombay Stock Exchange.

20) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

21) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this notice.

22) Explanatory statement, if any setting out all material facts concerning the special business u/s 102 of the Companies Act, 2013 is annexed hereto.

The instructions for shareholders voting electronically are as under:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05,2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The Members can join the AGM in the VC/OAVM mode 30 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 AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/ has been uploaded on the website of the Company at www.integraindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and recent MCA General circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

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

The remote e-voting period begins on from 9.00 a.m. (IST) on Friday, 23rd September, 2022 and end e-voting at 5.00 p.m. (IST) on Sunday, 25th September, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 19th September, 2022, 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 Monday, 19th September, 2022.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>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>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="727 436 1234 745" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to 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 General 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 dineshmehta1954@gmail.com with a copy marked to evoting@nsdl.co.in.
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 (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to integra.rehana@gmail.com.
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 integra.rehana@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General 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. 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 integra.rehana@gmail.com. The same will be replied by the Company suitably.

Dated : 05-08-2022

Place : Vadodara

Registered office: 102, Gharonda Appts, Indira Marg,
Navapura, Vadodara - 390010, Gujarat.

By Order of the Board of Directors

Pankaj Jamnadas Vora
Whole Time Director cum CFO
DIN: 00259241

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS U/S 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATIONS 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item 3:

M/s. C. Mukherjee & Co., the existing auditors of the Company, had been appointed as statutory auditors of the Company at the Annual General Meeting held on 11th September, 2017 to hold office from the conclusion of this meeting till the conclusion of the next sixth Annual General Meeting (i.e. for a period of 5 year commencing from 01/04/2017 to 31/03/2022). The said term expires on 31/03/2022 and therefore the company is required to appoint auditors after obtaining approval of the members at the ensuing AGM.

The audit committee of the Company has recommended their appointment for the second term to the Board of Directors of the Company. The Board of Directors of your Company has accepted the recommendation of the audit committee.

The Company has obtained a letter of consent and also a certificate under section 139 and 141 of the Companies Act, 2013 from M/s. C. Mukherjee & Co., Chartered Accountants, to the effect that, their appointment, if made would be within the limits prescribed in the said section.

The Company proposes to pay Rs. 25,000 per annum for the statutory audit for FY 2022-23 and earlier auditor was paid Rs. 25,000 per annum for FY 2021-22.

The Board recommends the aforesaid ordinary resolution for approval of the shareholders. None of the Directors including KMP and /or their relatives is concerned or interested in the above resolution.

Item 4:

Ms. Mansi Ashok Shah was appointed as an Additional Non Executive Independent Director based on recommendations of Nomination and remuneration committee of the Company with effect from 2nd November, 2021 at the meeting of Board of Directors held on 2nd November, 2021.

Ms. Mansi Ashok Shah is Co-founder of Wholespoon and having Degree of Bachelor of Pharmacy. She possesses specialization in marketing, administrative, production and finance & General Management and having experience of more than five years.

Ms. Mansi Ashok Shah will cease to be Director under section 161(1) of the Companies Act, 2013 at the ensuing AGM. Your Company has received a notice under section 160(1) of the Companies Act, 2013 from a member of the Company proposing to appoint Ms. Mansi Ashok Shah as director of the Company.

In the opinion of the Nomination and remuneration committee and Board of directors of the company, Ms. Mansi Ashok Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, for her appointment as an independent director of the company and she is independent of the management. A copy of the letter for appointment of Ms. Mansi Ashok Shah as an independent director, setting out the terms and conditions would be available for inspection by members at the registered office of the company during normal business hours on any working day excluding Saturday and Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint her as Director of your Company. Your Board recommends her appointment as Director of your Company.

Ms. Mansi Ashok Shah does not hold any shares in the company and is not related to any director, manager or Key Managerial Personnel in the Company.

No Director, Key Managerial Personnel or their relatives, except Ms. Mansi Ashok Shah is directly or indirectly concerned or interested in the above resolution.

Ms. Mansi Ashok Shah possesses specialization in marketing, administrative, production and finance & General Management and having experience of more than five years and also having expertise in commerce, arts, science, management, human resource, finance, culture, Legal areas. She shall approach all issues with a clear, unbiased view. She possesses broad knowledge of regulations and compliances, which are applicable to Company under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has ability and innovative skills in a changing business environment. Her creative thinking shall provide unique insight and help to make an organization adaptable for the future.

The Board recommends the special resolution for the approval of members.

Item 5:

In terms of the Foreign Exchange Management Act, 1999, as amended, the Master Direction – Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended, foreign investments including Non-Resident Indians (NRIs), and Persons of

Indian Origin (PIOs) on repatriation / non-repatriation basis through portfolio investment scheme (PIS), the Company can hold upto 10% of the paid up equity share capital by passing board resolution and aggregate limit of 24% of the paid up equity share capital of a listed Indian company.

The NRI holding of the Company was 9.51% of paid up capital of the Company during the financial year 2017-18. The paid up capital of the Company was reduced to 2881600 equity shares of Rs. 10 each due to forfeiture of shares in financial year 2018-19 and the NRI holding was revised to 10.52 % of the paid up capital of the Company. Furthermore, due to transmission process of promoter Late Mr. Jamnadas Hirachand Vora to their legal heirs by operation of his will, the NRI holding was further revised to 14.06 % of the paid up capital of the Company in financial year 2020-21.

The company has not raised any capital of the Company in previous years including current financial year. Considering the revised holding of Non-Resident Indians (NRIs), on repatriation / non-repatriation basis as there was reduction of capital of the Company due to forfeiture of shares and further transmission of shares of promoter to legal heirs, and the limits mentioned for holding foreign investment by applicable laws, the Board of Directors proposes to increase the foreign investment limit of Non-Resident Indians (NRIs), and Persons of Indian Origin (PIOs) on repatriation / non-repatriation basis through portfolio investment scheme (PIS), from 10% to 24% of the paid up equity share capital of the Company as required under the applicable laws for complying with the required provisions of the Act.

None of the directors or the key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution except to their shareholding, if any.

The Board recommends the special resolution for the approval of members.

Dated : 05-08-2022
Place : Vadodara
Registered office: 102, Gharonda Appts, Indira Marg,
Navapura, Vadodara – 390010, Gujarat.

By Order of the Board of Directors

Pankaj Jamnadas Vora
Whole Time Director cum CFO
DIN: 00259241