

Integra Switchgear Limited
Regd. Office: 102, Gharonda Appts, Indira Marg,
Navapura, Vadodara – 390010, Gujarat
Email-integra.pankajvora@gmail.com,
Website-www.integraindia.com, **Tel-**+91 0265-2831195 / 2830114
CIN:- L29130GJ1992PLC018684

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Integra Switchgear Limited will be held at 3.00 p.m. on Tuesday, 31st December, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS:

1. To consider appointment of Mr. Baljit Singh as Non-Executive Director

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 152, 160, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule V of Companies Act, 2013, if applicable and Articles of Association of the Company and on the recommendation of the Board and in respect of whom the Company has received a notice in writing under Section 160 of the Act in the prescribed manner, consent of the Members of the Company be and is hereby accorded to appoint Mr. Baljit Singh (DIN: 00711152) as Non-Executive Non-Independent Director of the Company with effect from 31st December, 2024, and who shall be liable to retire by rotation, for a remuneration as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

2. To consider appointment of Mrs. Honey Baljit Singh as Non-Executive Director

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 152, 160, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules

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made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, if applicable and Articles of Association of the Company and on the recommendation of the Board and in respect of whom the Company has received a notice in writing under Section 160 of the Act in the prescribed manner, consent of the members of the Company be and is hereby accorded to appoint Mrs. Honey Baljit Singh (DIN: 02589597) as Non-Executive Non-Independent Director of the Company with effect from 31st December, 2024, and who shall be liable to retire by rotation, for a remuneration as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

3. To consider and appoint Ms. Upveen Harpal as Whole-time Director:

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

“RESOLVED THAT pursuant to Section 2(94), 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee at their meeting held on 5th December, 2024 and the Board of Directors at their meeting held on 5th December, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act in the prescribed manner, consent of Members of the Company be and is hereby accorded to appoint Ms. Upveen Harpal (DIN: 06800217) as Whole-Time Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (Three) years with effect from 31st December, 2024 to 30th December, 2027 on the following terms and conditions:

[i] Salary: Rs. 1,00,000/- (Rupees One lac only) per month [including perquisites and other allowance, if any].

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[ii] Perquisites and other allowances:

Perquisites and other allowances shall also be allowed in addition to salary. However, total managerial remuneration by way of salary, perquisites and other allowances shall not exceed the overall limit of Rs. 12,00,000 (Rupees Twelve lacs only) per annum.

[iii] Contribution to provident fund as per the Provident Fund and Misc. Act, 1952.

[iv] Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

[v] Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the individual appointee concerned.

RESOLVED FURTHER THAT wherein any financial year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Ms. Upveen Harpal, Whole-Time Director, remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites as set out in the said draft letter of appointment shall nevertheless be paid to Ms. Upveen Harpal as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

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4. To consider appointment of Mr. Michael Joseph Commiskey as an Independent Director:

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

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other provisions applicable, if any, of the Companies Act, 2013 and the rules made thereunder from time to time read with schedule IV of the Companies Act, 2013, recommendation of the Nomination and Remuneration Committee at their meeting held on 5th December, 2024 and the Board of Directors at their meeting held on 5th December, 2024 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, Mr. Michael Joseph Commiskey (DIN: 10823134), be and is hereby appointed as an Independent Director of the Company with effect from 31st December, 2024 to hold office for five consecutive years up to 30th December, 2029 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. To consider approval to give authority under Section 186 of the Companies Act, 2013:

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

"RESOLVED THAT in super session of the earlier resolutions passed by the Company (if any), pursuant to Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), if any, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) to (a) grant loans to any

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person or other body corporate in India or abroad; or (b) make investments, or acquire, in one or more tranches by way of subscription, purchase or otherwise, the securities of anybody/ bodies Corporate(s) in India or abroad, or (c) give guarantees or provide security in connection with a loan to anybody/bodies Corporate(s) in India or abroad, in excess of the limits prescribed under Section 186 of the Companies Act, 2013 but subject to maximum limit of INR 1,000.00 Crores (Rupees One Thousand Crores only).

“RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalize the term and condition of said investments, loan, guarantee and provision of security on the behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and to execute all deeds, applications, documents and investments, loan, guarantee and provision of security and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To consider and authorize the Board to create Charge/Mortgage over the properties of the Company for the Purpose of Borrowing in the terms of section 180 (1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 179(3), 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the assets of the Undertaking of the Company, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowings to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, on such terms and conditions as agreed to with the Banks, Financial Institutions, any other Lender(s), Agent(s) and

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Trustee(s) and up to the borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid.”

7. To consider and authorize Board of Directors to Borrow Money pursuant to Section 180(1)(c) of the Companies Act, 2013:

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

“RESOLVED THAT in super session of the earlier resolutions passed by the Company, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and the Article of Association of the Company; the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the “Board” which expression shall also include a Committee thereof), to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding INR 1,000 Crores (Indian Rupees One Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. To consider and authorize Board of Directors to determine & pay remuneration by way of fees or commission or otherwise to Non-Executive Directors of the Company within limits:

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

RESOLVED THAT pursuant to the provisions of Sections 197 & 198, and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Rules made thereunder, consent of the members of the company be and is hereby accorded to the Board of the Directors of the Company to determine & pay, collectively to all the Non-Executive Directors, or non-executive directors to be appointed in future (including Independent Directors), of the Company (i.e. Directors other than Managing Director and / or Whole-time Director), the remuneration by way of fees or commission or otherwise, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may determine from time to time, not exceeding of one percent of the Net Profits of the Company per annum as computed in the manner laid down in Section 198 of the Companies Act, 2013 for the financial year 2024-25 and thereafter.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.

9. To consider adoption of new set of Memorandum of Association:

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

RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder from time to time, consent of the Members be and is hereby accorded to adopt the new set of Memorandum

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of Association under the Companies Act, 2013 in place of the existing Memorandum of Association of the Company without any change in the object clause.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to file the requisite forms with the Registrar of Companies, Ahmedabad.

10. To consider adoption of new set of Articles of Association:

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder from time to time and subject to such other requisite approvals, if any, in this regard from appropriate authorities, the consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association as per the provisions of the Companies Act, 2013 by substituting old set of Article of Association as per the provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to file the requisite forms with the Registrar of Companies, Ahmedabad.

Date: 05/12/2024
Regd. Office:

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By Order of the Board

PANKAJ JAMNADAS VORA
Whole-time Director
DIN: 00259241

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NOTES:

- 1) In view of the continuing outbreak of COVID-19 pandemic situation, the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated September 19, 2024 read with circulars dated September 25, 2023, December 28, 2022, May 5, 2022, January 31, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") & SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2024/133 dated October 3, 2024 read with SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively referred to as "SEBI Circulars") for the holding of the Annual General Meeting ("AGM") / Extra ordinary General meeting 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 EGM 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 EGM is being held pursuant to the MCA/ SEBI Circulars mentioned in Point No. 1, 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 EGM 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 EGM 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 Wednesday, the 25th December, 2024 to Tuesday, the 31st December, 2024 [both days inclusive]. Members may join the EGM 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

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start the EGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the EGM. Members attending the EGM 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
- 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.
- 9) Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company before 7 days of the date of EGM through email on integra.rehana@gmail.com.
 - 10) 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.

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- 11) The company has created an exclusive E-mail Id: integra.rehana@gmail.com for quick redressal of shareholders/investors grievances.
- 12) In compliance with the aforesaid Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated September 19, 2024 read with circulars dated September 25, 2023, December 28, 2022, May 5, 2022, January 31, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") & SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2024/133 dated October 3, 2024 read with SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively referred to as "SEBI Circulars"), notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.integraindia.com and at the BSE website www.bseindia.com.
- 13) 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.
- 14) Members who would like to express their views or ask questions during the EGM 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 seven days of scheduled EGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- 15) The Board of Directors of the Company has appointed CS Ruchita Patel of M/s. DRP & Associates., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- 16) 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. Tuesday, 24th December, 2024. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Tuesday, 24th December only, shall be entitled to avail the facility of e-voting / Poll.
- 17) 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

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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.

- 18) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.
- 19) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this notice.
- 20) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 21) Pursuant to above mentioned MCA and SEBI Circulars, 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 EGM through VC/OAVM and cast their votes through e-voting.
- 22) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
- 23) 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 (NSDL):

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video

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conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.integraindia.com. The Notice can also be accessed from the websites of the Stock

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Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on From Saturday, 28th December, 2024 (9:00 a.m.) to Monday, 30th December, 2024 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 24th December, 2024, 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 Tuesday, 24th December, 2024.

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

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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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining





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	<p>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="760 596 1268 905" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><p> </p></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,

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	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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

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	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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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 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

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vote, to the Scrutinizer by e-mail to dineshmehta1954@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

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

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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.

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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.

Important other instructions:

1. The remote e-voting process will be available from Saturday, 28th December, 2024 (9:00 a.m.) to Monday, 30th December, 2024 (5:00 p.m.)
2. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.integraindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Dated : 05-12-2024

Place : Vadodara

By Order of the Board of Directors

Registered office: 102, Gharonda Appts, Indira Marg,
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Pankaj Jamnadas Vora

Whole Time Director cum CFO

DIN: 00259241

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EXPLANATORY STATEMENT u/s 102 of the COMPANIES ACT, 2013

Item No. 1: To consider appointment of Mr. Baljit Singh as Non-Executive Director

Pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 5th December, 2024, the Board of Directors at their meeting held on 5th December, 2024 have recommended to appoint Mr. Baljit Singh, as Non-Executive Director, Promoter Category, with effect from 31st December, 2024 by taking shareholders' approval at the general meeting, on such terms and condition as detailed below:

Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013	
• GENERAL INFORMATION	
Nature of industry	The Company was engaged in manufacturing of miniature circuit breakers and isolaters. However, the Company is non-operative currently and there is no business.
Financial performance based on given indicators.	As per the audited financial statements: There was no turnover during the financial year 2023-24 & 2022-23. There was net loss of Rs. 21.57 lacs due to loss on sale of assets during the year 2023-24 against net profit of Rs. 145.00 lacs in previous year 2022-23
Foreign Investments or collaborators, if any.	No such investment or collaboration.
• INFORMATION ABOUT THE APPOINTEES	
Background Information	Mr. Baljit Singh is an experienced entrepreneur, who has led a multitude of companies in India, Singapore, Australia, Philippines and the Middle East to record growth and profit over the past 26 years. Mr. Singh's strength lies in his extensive knowledge of managing & operating businesses. His business acumen has led him to create an extensive network around the world from North America to the Middle East to Asia. He is the Chairman and sits on the Board of various public companies and charities.
Past Remuneration	NA

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Recognition or awards	NIL
Job profile and his suitability	Looking into experience as an experienced entrepreneur, who has led a multitude of companies in India, Singapore, Australia, Philippines and the Middle East to record growth and profit over the past 26 years, he is suitable for the appointment looking his current experience.
Proposed Remuneration	NIL
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company, the remuneration is being proposed as NIL right now. Comparative remuneration in line with industry standards and size of company is not taken into consideration, as remuneration is proposed as NIL.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA
• OTHER INFORMATION	
Reasons of loss or inadequate profit	The Company is non operative as on date of notice.
Steps taken or proposed to be taken for improvement	The company is in process of being operational and shall take steps for improvement accordingly.
Expected increase in the productivity and profits in measurable terms.	NA

The Board recommends the resolution as set out at notice as item no. 1 for the members' consideration and approval by way of passing of ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

Item No. 2: To consider appointment of Mrs. Honey Baljit Singh as Non-Executive Director

Pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 5th December, 2024, the Board of Directors at their meeting held on 5th December, 2024 have recommended to appoint Mrs. Honey Baljit Singh, as Non-Executive

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Director, Promoter Category, with effect from 31st December, 2024 by taking Shareholders' approval at the general meeting, on such terms and condition as detailed below:

Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013	
• GENERAL INFORMATION	
Nature of industry	The Company was engaged in manufacturing of miniature circuit breakers and isolaters. However, the Company is non-operative currently and there is no business.
Financial performance based on given indicators.	As per the audited financial statements: There was no turnover during the financial year 2023-24 & 2022-23. There was net loss of Rs. 21.57 lacs due to loss on sale of assets during the year 2023-24 against net profit of Rs. 145.00 lacs in previous year 2022-23
Foreign Investments or collaborators, if any.	No such investment or collaboration.
• INFORMATION ABOUT THE APPOINTEES	
Background Information	Ms. Honey Baljit Singh's background in digital marketing, sales and entrepreneurial leadership, which means she has articulation, strategy and understanding of how to guide any organization to achieve its current and future objectives. Ms. Singh is responsible for communication between the company, regulatory authorities and government agencies. Ms. Singh is committed to ensuring sustenance and deepening of existing relationships as well as maintaining & establishing sound risk management and achieving an appropriate balance between quantifiable risks and company performance.
Past Remuneration	NA
Recognition or awards	NIL
Job profile and his suitability	Looking into her experience in digital marketing, sales and entrepreneurial leadership, she is considered suitable for appointment
Proposed Remuneration	NA.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Taking into account the turnover of the Company, the remuneration is being proposed as NIL right now. Comparative remuneration in line with

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and person	industry standards and size of company is not taken into consideration, as remuneration is proposed as NIL.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA
• OTHER INFORMATION	
Reasons of loss or inadequate profit	The Company is non operative as on date of notice.
Steps taken or proposed to be taken for improvement	The company is in process of being operational and shall take steps for improvement accordingly.
Expected increase in the productivity and profits in measurable terms.	NA

The Board recommends the resolution as set out at notice as item no. 2 for the members' consideration and approval by way of passing of ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

Item No. 3: To consider and appoint Ms. Upveen Harpal as Whole-time Director

Pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 5th December, 2024, the Board of Directors at their meeting held on 5th December, 2024 have recommended to appoint Ms. Upveen Harpal as Whole-Time Director, for a period of 3 years with effect from 31st December, 2024 to 30th December, 2027, by taking shareholders' approval at the general meeting, on such terms and condition as detailed below:

Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013	
• GENERAL INFORMATION	
Nature of industry	The Company was engaged in manufacturing of miniature circuit breakers and isolaters. However, the Company is non-operative currently and there is no business.
Financial performance based on given indicators.	As per the audited financial statements: There was no turnover during the financial year 2023-24 & 2022-23. There was net loss of Rs. 21.57

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	lacs due to loss on sale of assets during the year 2023-24 against net profit of Rs. 145.00 lacs in previous year 2022-23.
Foreign Investments or collaborators, if any.	No such investment or collaboration.
• INFORMATION ABOUT THE APPOINTEES	
Background Information	Ms. Upveen Harpal has over 10 years of experience in Senior Management. Ms. Harpal's specialties include formulating policies, managing resources, risk management and being a member of audit committees. She effectively develops goals, strategic plans, company policies, and makes decisions on the direction of the business. She employs analytical thinking and meticulous attention to details to rapidly detect and solve issues, enhancing procedures.
Past Remuneration	NA
Recognition or awards	NIL
Job profile and her suitability	Her experience in managing affairs of the company has led her suitable for her appointment.
Proposed Remuneration	INR 1.00 lac per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to her is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA
• OTHER INFORMATION	
Reasons of loss or inadequate profit	The Company is non operative as on date of notice.
Steps taken or proposed to be taken for improvement	The company is in process of being operational and shall take steps for improvement accordingly.
Expected increase in the productivity and profits in measurable terms.	NA

The Board recommends the resolution as set out at notice as item no. 3 for the members' consideration and approval by way of passing of ordinary resolution.

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None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

Item No. 4: To consider appointment of Mr. Michael Joseph Commiskey as an Independent Director

Mr. Michael Joseph Commiskey is recommended by Nomination and remuneration Committee and the Board of Directors of the Company at their meeting held on December 5, 2024 to be appointed as Non-Executive Independent Director by Board of Director of the Company with effect from 31st December, 2024 at the Board Meeting held on 4th December, 2024 for a consecutive period of five years.

Mr. Michael Joseph Commiskey is having Degree of Bachelor of Business Administration. He has possessed training of S.M.E from Indian Institute of Management for period of 4 weeks. Mr. Commiskey has vast experience and knowledge in finance, construction, management, and recruitment. He possesses the business acumen for project execution and implementation across the Middle East, Singapore, the Philippines, Australia, India, and the United States. He has served on many boards as a Director, Chairman, and co-founder.

Your Company has received a notice under section 160(1) of the Companies Act, 2013 from a member of the Company proposing to appoint Mr. Michael Joseph Commiskey as an Independent Director of the Company.

In the opinion of the Board of directors of the Company, Mr. Michael Joseph Commiskey fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, for his appointment as an Independent Director of the Company and he is independent of the management. A copy of the letter for appointment of Mr. Michael Joseph Commiskey 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.

Considering his experience, the Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Director of your Company. Your Board recommends his appointment as an Independent Director of your Company notwithstanding with the fact that he is of seventy-five years age and the Board seeks special resolution by adopting voluntary compliance as laid down in regulation 17(1)(a) of SEBI LODR Regulations, 2015 depicting facts that person above 75 years of age can be appointed as Director by passing Special resolution.

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Mr. Michael Joseph Commiskey 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 Mr. Michael Joseph Commiskey is directly or indirectly concerned or interested in the above resolution.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

Item No. 5: To consider approval to give authority under Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company may propose to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

As per the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding INR 1,000.00 Crores (Indian Rupees One Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

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Item No. 6: To consider and authorize the Board to create Charge/Mortgage over the properties of the Company for the Purpose of Borrowing in the terms of section 180(1)(a) of the Companies Act, 2013

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held the on 4th December, 2024 proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowings to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, on such terms and conditions as agreed to with the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s) and up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No. 7: To consider and authorize Board of Directors to Borrow Money pursuant to Section 180(1)(c) of the Companies Act, 2013

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company could borrow money together with the money already borrowed by the company in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the Free Reserves of Company and for borrowing money in excess of paid-up Capital and the Free Reserves, the approval of the Members of the Company in the General Meeting by way of Special Resolution has to be obtained.

And as you know that business and operational purpose of the company, Company may borrow funds time to time and so therefore it is required to obtain approval of the members by way of Special Resolution in the General Meeting to authorize the Board to borrow fund in excess of paid-up Capital and the Free Reserves.

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So your Board has decided to increase the limit to borrow fund up to INR 1,000 Crores (Indian Rupees One Hundred Crores only) and the Board recommends the Resolution as set out in the Notice for approval of the Members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No. 8: To consider and authorize Board of Directors to determine & pay remuneration by way of fees or commission or otherwise to Non-Executive Directors of the Company within limits

Your company may decide to pay remuneration by way of fees, commission or otherwise apart from sitting fees to the Non-executive directors of the Company including independent directors pursuant to Section 197 & 198 of the Companies Act, 2013.

In view of Section 197 & 198 of the Companies Act, 2013, the Board seeks special resolution by adopting voluntary compliance as laid down in regulation 17(6) of SEBI LODR Regulations, 2015.

The said Resolution is proposed to be passed, taking into account the roles and responsibilities of the directors, it is proposed to pay remuneration by way of fees or commission, to all non-executive directors, collectively, at a sum not exceeding one percent per annum of the net profits of the Company as prescribed under Section 197 of the Companies Act, 2013 from the financial year 2024-25 and thereafter. The above, shall be in addition to the sitting fees payable to the Non-Executive directors. The quantum of remuneration payable to each non-executive director shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination & Remuneration Committee.

Your Board recommends the above special resolution.

Non-Executive Directors and their relatives may be deemed to be concerned or interested in this resolution to the extent of remuneration that may be received by them. No other directors or KMP or their relatives are in any way, concerned, interested in the above resolution.

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Item No. 9 & 10: To consider adoption of new set of Memorandum of Association and Articles of Association

The Members are hereby informed that the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company as on date are in the format prescribed under Companies Act, 1956 and in order to bring it in line with the Companies Act, 2013, approval of the shareholders/members is required to adopt in substitution, and entire exclusion of the clauses contained in the existing Memorandum of Association of the Company and substitute the existing Articles of Association by adopting the new set of Article of Association as per the provisions of the Companies Act, 2013.

The Special Resolution is therefore proposed at Item No. 9 and 10 of the Notice for substitution of new MOA/AOA in lieu of old.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

Date: 05/12/2024
Regd. Office:
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By Order of the Board

PANKAJ JAMNADAS VORA
Whole-time Director
DIN: 00259241

DETAILS OF DIRECTOR SEEKING APPOINTMENT AS PER REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 WITH THE BOMBAY STOCK EXCHANGE AND SECRETARIAL STANDARDS 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the proposed Directors	BALJIT SINGH	HONEY BALJIT SINGH	UPVEEN HARPAL	MICHAEL JOSEPH COMMISKEY JR.
DIN	00711152	02589597	06800217	10823134
Date of Birth	01/11/1958	16/04/1987	20/10/1971	28/02/1949
Age (in years)	66 years	37 years	53 years	75 years
Type of appointment	Non-Executive Director, Non Independent, Promoter Category	Non-Executive Director, Non Independent, Promoter Category	Whole-time Director and CFO, Non Promoter Category	Non-Executive Independent Director, Non Promoter Category
Qualification	Graduation from National Defence Academy.	Bachelor's degree in B.A, (Hons.) from the University of Toronto and an MBA degree from New York University.	Post- Graduation from Guru Nanak Dev University.	1. MBA, Florida State University 2. Master of Liberal Arts, Spring Hill College. 3. Bachelor of Science in Finance and Business, University of Southern Mississippi
Number of shares held in company	0	0	0	0
List of Directorship held in other Companies	1. COFFEE BAY INDIA PRIVATE LIMITED 2. NORFOLK TECHNOLOGY SERVICES LIMITED 3. VSE STOCK SERVICES LIMITED 4. STEALTHCARDS INDIA PRIVATE LIMITED 5. ACCLOUD INDIA PRIVATE	1. MANCO RECRUITERS INTERNATIONAL (INDIA) LIMITED 2. VSE STOCK SERVICES LIMITED 3. NORFOLK TECHNOLOGY SERVICES LIMITED 4. VSE SECURITIES IFSC PRIVATE LIMITED	1. COFFEE BAY INDIA PRIVATE LIMITED 2. HCMI EDUCATION PRIVATE LIMITED. 3. TECHNIQUE SOLAR INDIA PRIVATE LIMITED 4. VSE SECURITIES IFSC PRIVATE LIMITED 5. NORFOLK TECHNOLOGY SERVICES	NIL

	LIMITED 6. VSE SECURITIES IFSC PRIVATE LIMITED 7. SASCO INTERNATIONAL CONSULTANTS PRIVATE LIMITED		LIMITED 6. VSE STOCK SERVICES LIMITED 7. NORTHVALE CAPITAL ADVISORS PRIVATE LIMITED 8. SASCO INTERNATIONAL CONSULTANTS PRIVATE LIMITED 9. STEALTHCARDS INDIA PRIVATE LIMITED 10. ACCLOUD INDIA PRIVATE LIMITED 11. FX GAMING TECHNOLOGIES PRIVATE LIMITED 12. MANCO RECRUITERS INTERNATIONAL (INDIA) LIMITED 13. PRIORITY ONE NETWORK INDIA PRIVATE LIMITED	
Name of Listed Companies in which he holds Directorship	NIL	NIL	NIL	NIL
Chairman/member of the Committee of the Board of Directors of this Company	NIL	NIL	NIL	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	NIL	NIL	NIL	NIL
Relation with Key Managerial Personnel and Directors	No relationship with existing KMP and Directors however Mr. Baljit is father of Ms. Honey Singh	No relationship with existing KMP and Directors however Ms. Honey Singh is daughter of Mr. Baljit Singh	No relationship with existing KMP and Directors	No relationship with existing KMP and Directors

<p>Expertise & Justification of appointment</p>	<p>Mr. Baljit Singh is an experienced entrepreneur, who has led a multitude of companies in India, Singapore, Australia, Philippines and the Middle East to record growth and profit over the past 26 years. Mr. Singh's strength lies in his extensive knowledge of managing & operating businesses. His business acumen has led him to create an extensive network around the world from North America to the Middle East to Asia. He is the Chairman and sits on the Board of various public companies and charities.</p>	<p>Ms. Honey Baljit Singh's background in digital marketing, sales and entrepreneurial leadership, which means she has articulation, strategy and understanding of how to guide any organization to achieve its current and future objectives. Ms. Singh is responsible for communication between the company, regulatory authorities and government agencies. Ms. Singh is committed to ensuring sustenance and deepening of existing relationships as well as maintaining & establishing sound risk management and achieving an appropriate balance between quantifiable risks and company performance.</p>	<p>Ms. Upveen Harpal has over 10 years of experience in Senior Management. Ms. Harpal's specialties include formulating policies, managing resources, risk management and being a member of audit committees. She effectively develops goals, strategic plans, company policies, and makes decisions on the direction of the business. She employs analytical thinking and meticulous attention to details to rapidly detect and solve issues, enhancing procedures.</p>	<p>Mr. Commiskey has vast experience and knowledge in finance, construction, management, and recruitment. He possess the business acumen for project execution and implementation across the Middle East, Singapore, the Philippines, Australia, India, and the United States. He has served on many boards as a Director, Chairman, and co-founder.</p>
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