



INTEGRATED INDUSTRIES LIMITED

(Formerly known as Integrated Technologies Limited)

CIN-L10719DL1995PLC277176

Registered Office: B-14, First Floor, Right Side B-Portion, Chirag Enclave, Greater Kailash, Delhi-110048, India.

Corporate Office: B-16, Second Floor, Sector-2, Noida 201301, India.

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NOTICE OF 02/2025-26 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (02/2025-26) Extra-Ordinary General Meeting ("EGM") of Integrated Industries Limited (formerly known as Integrated Technologies Limited) will be held on **Saturday, 03rd January, 2026** at 01.00 PM (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

SPECIAL BUSINESS:

Item No. 1: Issuance of up to 4,06,00,000 warrants convertible into equity shares of the company person(s) belonging to promoter category and non-promoter category on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and subject to other applicable Rules/ Regulations/ Guidelines/ Notifications/ Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange', as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 4,06,00,000 (Four Crore Six Lakh) Warrants, entitling the Proposed

Allottees/ Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 1/- (Rupees One only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice ('**Warrants**'), at a price of Rs. 28.25/- (Rupees Twenty Eight and Twenty Five paise Only) including premium of Rs 27.25/- (Rupees Twenty Seven and Twenty Five Paise only) each payable in cash ('**Warrants Issue Price**'), or such other higher prices if any, as may be calculated in accordance with applicable rules/regulations of statutory authority, determined after taking into consideration and in compliance with the provisions of Regulation 164(1) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018 in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the below mentioned proposed allottee(s) ("Warrant holders") in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws.

S. No.	Name of Proposed Allottees	Maximum number of convertible warrants proposed to be allotted	Category
1	M.G Metalloy Private Limited	2,00,00,000	PROMOTER GROUP
2	Choice Strategic Advisors LLP	1,00,00,000	NON-PROMOTER GROUP
3	Accufolio Risers LLP	1,00,00,000	NON-PROMOTER GROUP
4	Divyashri Ravichandran	6,00,000	NON-PROMOTER GROUP

RESOLVED FURTHER THAT pursuant to Regulation 161 of SEBI (ICDR) Regulations, the **Relevant Date** for the purpose of determination of minimum issue price for the issue and allotment of Warrants shall be **04th December, 2025** ("Relevant Date"), being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., 03rd January, 2026

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

- a) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) Minimum amount of Rs. 7.06 (Rupee Seven and Six Paise only) per warrant, which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payments of Rs. 21.19 (Rupees Twenty One and Nineteen Paise only) per warrant which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period

of 15 days from the date of passing of members resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

- e) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing written notice ('Conversion Notice') to the Company specifying the number of warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI (ICDR) Regulations.
- i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.
- j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.
- l) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be

prescribed under Chapter V of the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT the proceeds from the Preferential Issue being more than Rs. 100 Crores, the Board be and is hereby authorized to appoint a SEBI registered external credit rating agency, as the Monitoring Agency, to monitor the end use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations."

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

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

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

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

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

Item No. 2: To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the approval of Central Government (power delegated to Registrar of Companies (“ROC”)) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “INTEGRATED INDUSTRIES LIMITED” to “NURTURE WELL INDUSTRIES LIMITED”.

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is “NURTURE WELL INDUSTRIES LIMITED”.

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

RESOLVED FURTHER THAT the name “INTEGRATED INDUSTRIES LIMITED” wherever appearing in any of the documents/records of the Company be substituted by the new name “NURTURE WELL INDUSTRIES LIMITED” in accordance with the provisions of applicable laws.

RESOLVED FURTHER any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favour of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

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

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

Date: 05th December, 2025
Place: New Delhi

CIN: L10719DL1995PLC277176
Regd. Office: B-14, First Floor, Right Side B-Portion,
Chirag Enclave, Greater Kailash, Delhi, India, 110048
Phone:9811060171
E-mail: info@integratedindustries.in
Website: www.integratedindustries.in

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (“hereinafter referred collectively as “MCA Circulars”) have permitted companies to conduct EGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circular, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the EGM (‘Deemed Venue’). The detailed instructions for accessing and participating in the EGM through VC/OAVM facility is mentioned in Note No.12 below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Skyline Financial Services Pvt. Ltd., a SEBI registered Registrar and TransferAgent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
1. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday 05th December, 2025. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e [Saturday, 27th December, 2025 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
2. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a) Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address at info@integratedindustries.in or to the RTA at info@skylinerta.com .
 - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
3. **Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**

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

Commencement of remote e-voting	31st December, 2025 at 9:00 A.M. IST
End of remote e-voting	02nd January, 2026 at 5:00 P.M. IST

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

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

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

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

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

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

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

11. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at loveleen@lgaindia.com

12. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

13. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.integratedindustries.in and on the website of NSDL at www.evoting.nsdl.com.

14. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

Instructions:

1. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis.
3. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

The remote e-voting period begins on **Wednesday, 31st December, 2025 at 09:00 A.M. (IST)** and ends on **Friday, 02nd January, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, 27th December, 2025, 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 Saturday, 27th December, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Particulars	Login Method
Individual Shareholders holding securities in demat	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

<p>mode with NSDL.</p>	<p>“Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the</p>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 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@cdsindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123672 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

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

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

7. After you click on the “Login” button, Home page of e-Voting will open.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveleen@lgaindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@integratedindustries.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@integratedindustries.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**](#)

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company’s email address at info@integratedindustries.in latest by Saturday, 27th December, 2025 by 05:00 P.M(IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.

6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@integratedindustries.in latest by Saturday, 27th December, 2025. The same will be replied by the company suitably.

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

Sd/-
(Priyanka)
**Company Secretary & Compliance Officer
Membership No.: A69893**

Date: 05th December, 2025

Place: New Delhi

CIN: L10719DL1995PLC277176

**Regd. Office: B-14, First Floor, Right Side B-Portion,
Chirag Enclave, Greater Kailash, Delhi, India, 110048**

Phone: 9811060171

E-mail: info@integratedindustries.in

Website: www.integratedindustries.in

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

ITEM NO. 1

The Board of Directors of the Company in their meeting held on 05th December, 2025 has considered and approved the proposal to issue and allot up to 4,06,00,000 (Four Crore Six Lakh) fully convertible warrants carrying a right exercisable by the Warrant holder(s) to subscribe to 1 (one) Equity Share of Face Value of Rs. 1/- each per Warrant, to the Proposed Allottees belonging to “Promoter Group Category and Non-Promoter Category” on preferential basis at an issue price of Rs. 28.25/- which has been determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 114.69 Crore for cash.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue Equity shares and warrants on a preferential basis.

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

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

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

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

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

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

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

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

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

The Board of Directors in its meeting held on 05th December, 2025, subject to Members' approval and regulatory consents, if any, as may be applicable, approved the issue of warrants convertible in to equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 4,06,00,000 (Four Crore Six Lakh) warrants at a price of Rs. 28.25/- (Rupees Twenty-Eight and paisa Twenty-Five Only) each (including premium of Rs 27.25/-), to the entities belonging to Promoter and Non-Promoter Group on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

2. Objects of the Preferential Issue:

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

S. No	Object of the Issue	Tentative Amount Proposed to be Utilized (₹ in Cr.)	Estimated Range (if applicable)	Reason for Range (if any)	Tentative Time Period under which the amount shall be utilized
1	To meet the working capital requirement	104.69	Not Applicable	Not Applicable	Up to 1 Year from the date of receipt of money
2	General corporate purpose	10.00	Not Applicable	Not Applicable	As and when decided by the board.

Note: Pending utilization of issue proceeds, the fund shall be kept in a bank account with scheduled commercial bank or in any money market instruments.

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

The Resolution set out in the accompanying notice authorizes the Board for issuance of up to maximum of 4,06,00,000 (Four Crore Six Lakh) warrants convertible in to equivalent number of equity shares of face value of Rs. 1/- each, at a price of Rs. 28.25/-, being the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, The '**Relevant Date**' for the determination of the minimum issue price for warrants to be issued is fixed as **04th December 2025** i.e. being the date 30 days prior to the date on which the resolution is deemed to be passed.

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

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

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

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

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

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

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

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

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

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE

at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been computed as Rs. 28.00 per warrant, which is also higher than the fair value per share of Rs. 24.71 as recommended by Mr. Subodh Kumar, Independent Registered Valuer, IBBI Registration No. IBBI/RV/05/2019/11705 through valuation report dated 05th December, 2025, in terms of Regulation 166A (1) of the SEBI ICDR Regulation, 2018.

Therefore, in terms of Regulation 164(1) read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking into consideration minimum price as calculated above, the Issue Price has been fixed as Rs. 28.25/- per warrant convertible into equivalent number of equity shares of face value of Rs 1/- each including premium of Rs. 27.25/- per warrant.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Ms. Loveleen Gupta, Practicing Company Secretary (FCS 5287), Proprietor of M/s L. Gupta & Associates, Company Secretaries, confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 along with the Valuation Report taken from Mr. Subodh Kumar Independent Registered Valuer, IBBI Registration No. IBBI/RV/05/2019/11705 through valuation report dated 05th December, 2025, are made available and published on the website of the Company i.e. <https://integratedindustries.in/investor-relations/>

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

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

6. Monitoring of Utilization of Funds

Since the proceeds from the Issue will result in funds aggregating an amount exceeding Rs. 100 Crores (Rupees One Hundred Crores), the Company is required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations. The Board will appoint Monitoring Agency to monitor the use of proceeds of this preferential issue.

7. Amount which the Company intends to raise by way of issue of Warrants:

The maximum amount proposed to be raised through present preferential issue shall be up to Rupees. 114.69 Crore.

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

None of the Promoters, Directors and Key Managerial Personnel are interested in subscribing to the equity shares. Except, M/s M.G Metalloy Private Limited, Promoter of the company have shown its intention to subscribe to the present preferential allotment of warrants convertible to equivalents number of equity shares.

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

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

Sr. No.	Category of Shareholder	Pre-Issue		Post Conversion of warrants (assuming full conversion) Fully Diluted Capital	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters, Promoter Group Holding				
1	Indian				
a	Individual & HUF	104803200	45.01	104803200	38.33
b	Family Trust	0.00	0	0.00	0
c	Bodies Corporate	19480000	8.37	39480000	14.44
	Sub-Total (A)(1)	124283200	53.38	144283200	52.77
2	Foreign				
a	Individual	0	0	0	0
B	Bodies Corporate	1000000	0.43	1000000	0.37
	Sub-Total (A)(2)	1000000	0.43	1000000	0.37
	Promoters Promoter Holding (A)	125283200	53.81	145283200	53.13
B	Non-Promoter Holding	0	0	0	0
1	Domestic Institutional Investor	0	0	0	0
a	Mutual Funds	129500	0.06	129500	0.05
b	Venture Capital Fund	0	0	0	0
c	Alternative Investment Funds	0	0	0	0
d	Foreign Portfolio Investors/ Foreign body corporate	0	0	0	0
e	Financial Institutions/ Banks	200	0	200	0.00
f	Provident Fund/Pension Fund	0	0	0	0
g	Asset Reconstruction	0	0	0	0
h	Sovereign Wealth Fund	0	0	0	0
i	NBFCs Registered with RBI	10000	0	10000	0.00
j	Other Financial Institutions	24200	0.01	24200	0.01
k	Any Other Specify	0	0	0	0
	Sub-Total (B)(1)	163900	0.07	163900	0.06
a	Institutions Foreign	0	0	0	0

b	Foreign Direct Investment	0	0	0	0
c	Foreign Venture Capital Investors	0	0	0	0
d	Sovereign Wealth Fund	0	0	0	0
e	Foreign Portfolio Investors Category I	143700	0.06	143700	0.05
f	Foreign Portfolio Investors Category II	602500	0.26	602500	0.22
g	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
h	Any Other (specify)	0	0	0	0
	Sub Total (B)(2)	746200	0.32	746200	0.27
2	Central Government/State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
3	Non-Institutions	0	0	0	0
a	Associate companies / Subsidiaries	0	0	0	0
b	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
c	Key Managerial Personnel	0	0	0	0
d	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0
e	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', beneficiary', or 'author of the trust'	0	0	0	0
f	Investor Education and Protection Fund (IEPF)	0	0	0	0
g	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	40532804	17.41	40532804	14.82
h	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	13920267	5.98	14520267	5.31
i	Foreign National	0	0	0	0
j	Foreign Companies	0	0	0	0
k	Resident Indian HUF	2819423	1.21	2819423	1.03
l	Overseas Depositories (Holding DRs) (Balancing Figure)	0	0	0	0
m	Non-Resident Indians	3909598	1.68	3909598	1.43
n	Clearing Member	0	0	0	0
o	Body Corporate	40167610	17.25	60167610	22.00
p	Overseas Corporate Bodies	0	0	0	0
q	Employees Trust	0	0	0	0
r	Firms	560278	0.24	560278	0.20
s	Escrow	4434720	1.9	4434720	1.62

t	Trust	301020	0.13	301020	0.11
	Sub-Total (B)(4)	106645720	45.8	127245720	46.54
	Total Public Shareholding (B) (B1+B2+B3+B4)	107555820	46.19	128155820	46.87
	Total (A)+(B)	232839020	100	273439020	100.00
C	Shares held by custodians for ADR and GDR (C)	0	0	0	0
	Total (A)+(B)+(C)	232839020	100	273439020	100.00

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated assuming full conversion of 4,06,00,000 warrants as proposed.
2. The pre-preferential shareholding pattern is prepared on the basis of 05th December, 2025.

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

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

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

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

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

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of Fully Diluted Capital	Current Status	Proposed Status
1	M/s M.G Metalloy Private Limited	14.28	Promoter Group	Promoter Group
2	Choice Strategic Advisors LLP	3.66	Non-Promoter	Non-Promoter
3	Accufolio Risers LLP	3.66	Non-Promoter	Non-Promoter
4	Divyashri Ravichandran	0.22	Non-Promoter	Non-Promoter

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

During the current financial year i.e. 2025-26, no preferential allotment has been made to any person by the Company.

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

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

15. Lock-in:

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

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

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

16. Listing of Securities:

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

17. Undertaking:

The Company hereby undertakes that:

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

- e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- f. The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- g. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- h. The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

18. Certificate:

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

19. Report of Independent Registered Valuer:

1. The price of the warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 05th December, 2025, issued by Mr. Subodh Kumar, Independent Registered Valuer, IBBI Registration No. IBBI/RV/05/2019/11705 in accordance with Regulation 166A(1) of the SEBI ICDR Regulations 2018, ("Valuation Report").

The Valuation Report is also available for inspection by the members and the same may be accessed on the Company's website at <https://integratedindustries.in/investor-relations/>

2. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that maybe held by them.**

Sr. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre- Issue Shareholding ²		No. of warrants to be allotted	No. of Equity Shares to be allotted post exercise of Warrants	Post Preferential issue Shareholding ³ (Fully Diluted Capital)	
				No. of equity shares	%			No. of equity shares	%age ⁴
1	M.G Metalloy Private Limited	AAGCM57 89D	Mr. Sanidhya Garg	19040 000	8.18	20000000	20000000	39040000	14.28
2	Choice Strategic	AANFC697	Mr. Kamal	Nil	NA	10000000	10000000	10000000	3.65

	Advisors LLP	5D	Poddar						
3	Accufolio Risers LLP	ACDFA611 5B	Ms. Richa Aggarwal and Ms. Monika Shah	Nil	NA	10000000	10000000	10000000	3.65
4	Divyashri Ravichandran	FVYPR307 5L	Not Applicable	Nil	NA	600000	600000	600000	0.22

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 05th December, 2025.
3. Post Preferential Shareholding percentage has been calculated assuming full conversion of warrants i.e 4,06,00,000 number of warrants to be issued under the present issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and warrants. However, voting rights will change in tandem with the shareholding pattern.

20. Other Disclosures

- a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- c.) Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

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

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

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

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

ITEM NO. 2

The Board of Directors of the Company, at its meeting held on December 05, 2025, approved the proposal to change the name of the Company from “INTEGRATED INDUSTRIES LIMITED” to “**NURTURE WELL INDUSTRIES LIMITED**”, subject to approval of the members by way of Special Resolution and approval

of the Registrar of Companies and other statutory/regulatory authorities as may be required.

The Company has received a Name Availability Letter dated November 28, 2025 from the Registrar of Companies, Central Registration Centre, confirming availability and no objection to the proposed new name, “NURTURE WELL INDUSTRIES LIMITED”.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in name is intended to streamline the brand identity of the Company in alignment with the group structure, since the Company’s subsidiary entities already operate under the “Nurture Well” brand name. The uniformity of brand identity across the group would ensure stronger brand recall, improved business positioning, better market recognition and consolidation of the group image among stakeholders, customers, investors and business partners.

The proposed change in name will not result in any change in the legal status, constitution, business operations, turnover or activities of the Company, nor will it affect the rights and obligations of the Company or its members and stakeholders.

The Company has complied with the requirements specified under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and has also obtained a certificate from a Practicing Chartered Accountant, confirming compliance with the said Regulation. A copy of the certificate is enclosed herewith as Annexure I to this Notice.

The Board recommends the Resolution set out at Item No. 2 of the Notice for approval of the members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this Resolution, except to the extent of their shareholding, if any, in the Company.

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

**Sd/-
(Priyanka)
Company Secretary & Compliance Officer
Membership No. : A69893**

Date: 05th December, 2025

Place: New Delhi

CIN: L10719DL1995PLC277176

**Regd. Office: B-14, First Floor, Right Side B-Portion,
Chirag Enclave, Greater Kailash, Delhi, India, 110048**

Phone:9811060171

E-mail: info@integratedindustries.in

Website: www.integratedindustries.in

To,
Board of Directors,
INTEGRATED INDUSTRIES LIMITED
B-14, First Floor, Right Side B-Portion,
Chirag Enclave, Greater Kailash,
Delhi-110048 India.

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the INTEGRATED INDUSTRIES LIMITED ('the Company'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company from "INTEGRATED INDUSTRIES LIMITED" to "NURTURE WELL INDUSTRIES LIMITED

Management responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes us to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management. we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	We have been informed that the last name change was done on 25 th May 2023, i.e. from Integrated Technologies Limited to Integrated Industries Limited and the company has not changed its name thereafter.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name	There is as such no suggestion of new activity in the proposed new name, accordingly the clause is not applicable.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	As there is no change in activity in new name proposed, therefore the clause is not applicable.

Restrictions on use

9. This certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for onward submission to the Stock Exchange, where the equity shares of the Company are listed and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

**For Prem Gupta & Company
Chartered Accountants
Firm Registration No: 000425N**

**Monika Jain
(Partner)
Membership Number: 556749
Place: New Delhi
Date: 11-Dec-2025
UDIN: 25556749BMIWWK5027**