# 36th ANNUAL GENERAL MEETING 2021-2022







# Board of Directors

- Mr. Rajeev Bali (Managing Director)
- Dr. Amit Seth
- Mr. Paramiit Singh (Non-Executive Director)
- Mrs. Madhu Mohan (Independent Director)

# Company Secretary & Compliance Officer

CS Sneh Chauhan

# Chief Financial Officer

Nikhil Dattatreya Komale

# Statutory Auditors

# M/s Ajeet Jalan & Co.

Chartered Accountants,

301, Vikas Tower, Paschim Vihar, New Delhi-110063

# Internal Auditor

# Saurabh Vanya Sharma& Co.

Chartered Accountants,

B-4, Somdutt Chamber-II, Bhikajicama Place,

New Delhi-110066

# Secretarial Auditor

# M/s CKA & ASSOCIATES.,

Practicing Company Secretaries,

193, 1<sup>st</sup> Floor, Shakti Khand-3, Indirapuram Ghaziabad

Uttar Pradesh 201010

# Registered Office

C-24, Defence Colony, New Delhi-110024

# Registrars & Transfer Agents

Skyline Financial services Pvt. Ltd.

D- 153A, 1º Floor, Okhla Phase-I,

New Delhi-110020

# Bankers

State Bank of India

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# NOTICE FOR THIRTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty - Sixth Annual General Meeting of the Members of INTEGRATED TECHNOLOGIES LIMITED will be held on Friday, 30<sup>th</sup> day of September, 2022 at C-24, Defence Colony, New Delhi-110024 at 9.00 A.M at the Registered Office of the Company to transact the following business: -

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and Profit & Loss Account for the year ended on that date, together with the reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Rajeev Bali (holding DIN:00772978), who retires by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

## 3. APPOINTMENT OF WOMEN DIRECTOR & INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and Schedule IV thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being In force) and in accordance with the provisions of Articles of Association of the company, Mrs Madhu Mohan, (holding DIN: 09710102), who was appointed as an Additional Director (in the capacity of Non-executive Independent director) of the Company w.e.f. 30th August 2022 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 30/08/2022 upto 29/08/2027.

RESOLVED FURTHER THAT any of the Directors and company secretary of the company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any of the Directors and company secretary of the company for the time being be and are hereby severally and jointly authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

By Order of the Board of Directors INTEGRATED TECHNOLOGIES LIMITED

Sd/

Sneh Chauhan

Place: New Delhi

Date: 30.08.2022 (Company Secretary & Compliance Officer)



## NOTES:

- A member of the company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company, proxies, in order to be effective must be received, duly filled and authenticated at registered office of the company not less than 48 hours (forty-eight hours) before the scheduled time of the meeting.
- 2. Member/Proxies should bring the Attendance Slip in the Meeting duly filed in, for attending the meeting.
- The statement setting out the material facts pursuant to section 102 of the Companies Act, 2013( "the Act") concerning Special Business in the Notice is annexed hereto and forms part of this Notice.
- Profile of the Directors seeking appointment/ re-appointment as required in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 is annexed to this Notice.
- Statutory Registers under the Companies Act, 2013 is available for the inspection at the Registered Office of the Company during business hours.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- Members are requested to bring their admission slips along with copy of the report and accounts to the Annual General Meeting.
- SEBI has mandated the submission of Permanent Account Number (PAN) for participation in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialized form or to M/s Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 in case of holdings in physical form, mentioning your correct Folio Number.
- 9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), 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, members holding shares in physical form are requested to consider converting their holdings to dematerialized form Members can contact M/s Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 for assistance in this regard.
- Electronic copy of the Annual Report for 2021-22 is being sent to all members whose email ids are registered with the Company/Depository. However physical copy of the Annual Report are sent to all the members who hold shares as on record date.
- 11. Instructions for e-voting:
- 12. The complete details of the instructions for e-voting are annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup>September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
- Members are requested to notify change in address, if any immediately to the Company's Registrars M/s Skyline Financial Services Private Limited.
- Members who hold shares in dematerialization form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- The route map showing directions to reach the venue of the 36th AGM is annexed as per requirement of SS-2 on General Meetings.

# THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27.09.2022 at 9:00 A.M. and ends on 29.09.2022 at 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. 23.09.2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2022.

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

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

## Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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 ld 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.	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. Afte 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 or 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.
	<ol> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.isp</a></li> <li>IDeAS Portal" or click a https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.isp</li> </ol>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Persona Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available unde 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account numbe hold with NSDL), Password/OTP and a Verification Code as shown or the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click or 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.
	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can logic through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com/and click on New System Myeasi.
	<ol> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>
	<ol> <li>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</li> </ol>



	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	
	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020 990 and 1800-22 44 30
Individual Shareholders holding securities in demat mode with CDSL	
	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk evoting@cdslindia.com or contact at 022 23058738 or 022-23058542-43



Login Method for e-Voting 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?

- 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.
- 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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************************************
o) 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 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.



- If you are unable to retrieve or have not received the "Initial password" or have forgotten your
  - 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.eyoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 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 on NSDL e-Voting system.

#### How to cast your vote electronically on NSDL e-Voting system?

- 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
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- 5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 6. 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(les) who are authorized to vote, to the Scrutinizer by e-mail to <u>oskundanagrawal@gmail.com</u> with a copy marked to <u>evoting@nsdl.co.in</u>.
- 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 <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote (Assistant Manager) at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>



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

- 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@integratedtech.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@integratedtech.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 for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for produring 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.

## General Instruction:

- a. The e-voting period commences on 27<sup>th</sup>September, 2022 [9:00 a.m.] and ends on 29<sup>th</sup> September, 2022 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- C. Mr. Kundan Agrawal, Proprietor, M/s. Kundan Agrawal & Associates Company Secretary [Membership No. 7631, CP No. 8325 has been appointed as the scrutinizer to scrutinize the e-voting process.

Brief resume of the Directors Seeking appointment/ Re-appointment at the 36th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Rajeev Bali
DIN	00772978
Date of Birth	29.10.1957
Relationship with other Director inter-se	NIL
Date of first Appointment	23.08.1995
Qualification.	MBA
Expertise	Marketing, Finance, Consulting, MIS
Directorship held in other companies	NIL
Membership/Chairmanships of Committee in other Public Companies	NIL
Number of shares held in the Company as on 31/03/2022	272,950

By Order of the Board of Directors INTEGRATED TECHNOLOGIES LIMITED

Sd/

Place: New Delhi

Date: 30.08.2022

Sneh Chauhan (Company Secretary & Compliance Officer)



## EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

## Item 3: Appointment of Ms. Madhu Mohan (DIN: - 09710102) as an Independent Director of the Company

To bring more experience on the Board, your Board had appointed Ms. Madhu Mohan (DIN:- 09710102) as an Additional Director (Category-Non-executive Independent Director) on 30th August 2022 for a term of 5 (Five) consecutive years.

Ms. Madhu Mohan (DIN:- 09710102) will also be appointed as the woman director of the company in compliance with the provision of sub-section (1) of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Ms. Madhu Mohan (DIN:- 09710102) as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company. The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and vast experience, her association would be very beneficial to the Company and it is desirable to appoint her as an Independent Director.

In the opinion of the Board, Ms. Madhu Mohan is Independent from the management and that she fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an Independent Director of the Company and proposes to appoint her as an Independent Director of the Company for a term of 5 (five) years. Ms. Madhu Mohan (DIN:- 09710102) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from her under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company.

The Company has received consent and declaration in writing from Ms. Madhu Mohan that she is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for her appointment in accordance with the provision of the Section 150 of the Act.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the member.

Details of Ms. Madhu Mohan is provided below to the Notice.

The concern or interest, financial or otherwise in respect of agenda no. 3 under Special Business of:

i.Director and KMP (except Ms. Madhu Mohan to the extent of his directorship) - None

ii. Every other Key Managerial Personnel - None

iii.Relatives of persons mentioned in (i) and (ii) - None

This statement may also be regarded as an appropriate disclosure under the Act.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the ordinary resolution as set out in the Notice.

By Order of the Board of Directors
INTEGRATED TECHNOLOGIES LIMITED

Sd/

Place: New Delhi

Date: 30.08.2022

Sneh Chauhan (Company Secretary & Compliance Officer)