INTEGRA

Integra Switchgear Limited
Regd. Office: 3rd Floor, Fortune Tower, Sayajigunj, Vadodara 390020, Gujarat, India.
integraindia.com info@integraholdings.in
+91 265 2361534 +91 265 2361973 CIN: L29130GJ1992PLC018684

Date: 07/09/2026

The Corporate Relationship Department,
The BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

REF: Scrip Code: 517423

Sub.: Notice for 34th Annual General Meeting of the Company for the financial year 2025-26 scheduled on Wednesday, 30th September, 2026, 05:00 p.m.(IST)

Dear Sir/ Madam,

We attach herewith a copy of notice for the 34th Annual General Meeting of our Company to be held at 05:00 p.m. (IST) on Wednesday, 30th September, 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Notice shall also be available on the website of the Company in FY 2025-26 Stock Exchange tab and can be accessed by clicking weblink:
https://integraindia.com/files/agm/2026/NOTICE-OF-AGM-2025-26-ISL.pdf

Thanking you,

Yours faithfully

For INTEGRA SWITCHGEAR LIMITED

REHANABIBI RIJWAN KUDALKAR
Digitally signed by REHANABIBI RIJWAN KUDALKAR
Date: 2026.09.07 14:47:26 +05'30'

Rehanabibi Rijwan Kudalkar
Compliance Officer

NOTICE
OF THE 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of **INTEGRA SWITCHGEAR LIMITED** will be held on **Wednesday**, the **30th September, 2026** at **05:00 P.M. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1: To receive, consider, and adopt the Audited Financial Statements for the year ended 31st March 2026 along with the Directors and Auditors Reports.

ITEM NO. 2: To re-appoint Ms. Honey Singh (DIN: 02589597), who retires by rotation and offers herself for re-appointment.

SPECIAL BUSINESSES:

ITEM NO. 3: Approval for Revision in Remuneration of the Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to M/s. D. C. Parikh & Co., Chartered Accountants (Firm Registration No. 107537W), Statutory Auditors of the Company, for an amount not exceeding Rs. 100000/- per annum (Rupees One Lac only) from FY 2026-27 till his period of appointment i.e. 31st March, 2029 exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the statutory audit of the Company during the period of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 4: INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions, if any, of the Act and the rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,00,00,000/- (Rupees Four Crore) divided into 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2,25,00,00,000/- (Rupees Two Hundred and Twenty Five Crore) divided into 22,50,00,000 (Twenty Two Crore and Fifty lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Share Capital of the Company is Rs. 2,25,00,00,000/- divided into 22,50,00,000 Equity Shares of 10 Rupees each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions."

ITEM NO. 5: ACQUISITION OF 1,65,93,000 SHARES OF M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA:

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

"RESOLVED THAT pursuant to the provisions of Sections 186 read with Section 179(3)(j) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, sanctions, consents, and permissions as may be required from any statutory, regulatory, or governmental authority, consent of the Members of the Company be and is hereby accorded for the acquisition of 1,65,93,000 (One Crore Sixty Five Lakh Ninety Three Thousand) Shares of face value of 500 KRW each, representing 95.00% of the shareholding in M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA for a total purchase consideration of Rs. 2,98,67,40,000/- (Rupees Two Hundred Ninety Eight Crore Sixty Seven Lakh Forty Thousand) at a price of Rs. 180/- (Rupees One Hundred Eighty) per equity share (Purchase Consideration).

RESOLVED FURTHER THAT in consideration of the above acquisition, consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 15/- (Rupees Fifteen) per equity share, to the shareholders of Magnatech by way of share swap, thereby discharging the entire purchase consideration for the acquisition of Magnatech.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, Magnatech shall become a subsidiary of Integra Switchgear Limited ("the Company"), and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to decide and finalize the terms and conditions of acquisition while making investment(s), sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

ITEM NO. 6: ISSUE OF UPTO 26,66,667 EQUITY SHARES TO MR. MICHAEL J COMMISKEY JR., (DIN: 10823134) (INDEPENDENT DIRECTOR) NON- PROMOTER OF THE COMPANY ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable Regulations of SEBI, if any and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to increase in the authorised share capital of the Company and such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("Stock Exchange" or "BSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to Create, Offer, issue and allot not exceeding 26,66,667 (Twenty Six Lakh Sixty Six Thousand Six Hundred Sixty Seven) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share aggregating up to Rs. 4,00,00,005/- (Rupees Four Crore Five) to Mr. Michael J Commiskey Jr., DIN: 10823134 (Independent Director) as per details mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.

Sr. No.	Name of the proposed Allottee	Category	No. of Equity Shares proposed to be issued
1	Mr. Michael J Commiskey Jr.	Non-Promoter	26,66,667

RESOLVED FURTHER THAT 26,66,667 equity shares be issued and allotted for cash consideration to Non-promoters as mentioned supra.

RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "Relevant Date" for the purpose of pricing of equity shares shall be Monday, 31st August, 2026, being the 30 days prior to the date on which this Annual General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT the equity shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.

RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.

RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares issued on preferential basis to the Stock Exchange and make an application to the Depositories for admission of the said equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 7: ISSUE OF UPTO 19,91,16,000 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:

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

"RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and pursuant to the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to increase in the authorised share capital of the Company and such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("Stock Exchange" or "BSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share aggregating upto Rs. 2,98,67,40,000/- (Rupees Two Hundred Ninety Eight Crore Sixty Seven Lakh Forty Thousand) for consideration other than cash towards consideration payable for acquisition of 1,65,93,000 (One Crore Sixty Five Lakh Ninety Three Thousand) Shares of face value of 500 KRW each constituting 95.00% stake in M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA, to the following proposed allottees (shareholders of Magnatech) on swap basis in the ratio of 1:12 (i.e., for every 1 shares of face value of 500 KRW held in Magnatech, 12 Equity shares of face value of Rs. 10/- each of Integra Switchgear Limited will be issued) based on the Valuation Report for both the companies obtained from the respective Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

Sr. No.	Name of the proposed Allottees * (Shareholder of M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA	Category	No. of Equity Shares proposed to be issued
1	NORTHVALE CAPITAL PARTNERS PTE LTD	Promoter	10,07,04,000
2	SUNHOO PARK	Non-Promoter	3,83,04,000
3	SIEHYOUNG HWANG	Non-Promoter	3,53,04,000
4	HAEMAN JUNG	Non-Promoter	1,20,00,000
5	IL YANG	Non-Promoter	66,12,000
6	KARTIK RAJNIKANT PATEL	Non-Promoter	6,00,000
7	LIMBAUGH CAPITAL LIMITED COMPANY	Non-Promoter	12,00,000
8	SHAH METACORP HOLDINGS USA INC	Non-Promoter	9,48,000
9	2582682 ONTARIO CORPORATION	Non-Promoter	4,32,000
10	SULTAN FADHEL ABUBAKER SALEM ALTAHBOUSH	Non-Promoter	12,00,000
11	ABDULRAHEEM EBRAHIM SAAD ALBATEEH ALNUAIMI	Non-Promoter	6,00,000
12	MOATAZ ABDALLAH AHMED MOSTAFA	Non-Promoter	1,80,000
13	SALEH MOHAMMED SAEED ALJASSARI	Non-Promoter	1,20,000
14	INFINITE NETWORK SOLUTIONS	Non-Promoter	1,32,000
15	AJITKUMAR MANUBHAI PATEL	Non-Promoter	1,56,000
16	10203717 MANITOBA CORP	Non-Promoter	1,68,000
17	AJ INVESTMENT NJ LLC	Non-Promoter	4,56,000
Total			**19,91,16,000**

RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "Relevant Date" for the purpose of pricing of equity shares shall be Monday, 31st August, 2026, being the 30 days prior to the date on which this Annual General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT the Equity Shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.

RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.

RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares with the Stock Exchange and make an application to the Depositories for admission of the said new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
INTEGRA SWITCHGEAR LIMITED

Place: New Delhi
Date: 31/08/2026

UPVEEN HARPAL
Whole-Time Director and CFO
DIN: 06800217

REGISTERED OFFICE
3rd Floor, Fortune Tower,
Sayajigunj, Vadodara- 390020, Gujarat, India.

NOTES

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), & SEBI vide its latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 34th AGM of the Company shall be conducted through VC/OAVM.

2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. Corporate shareholders must send a scanned copy of their Board Resolution/ Authorization to companysecretary@integraholdings.in to authorize representatives to attend and vote.

5. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024, the company is not required to close its registers of members and share transfer book. Therefore, the Company shall not close its registers of members and share transfer book.

6. Members may join the meeting from 4:30 p.m. IST i.e. 30 minutes before the commencement of the meeting.

7. As per SEBI rules, shares must be in demat form (except for transmission/ transposition). Members holding physical shares should contact info@adroitcorporate.com for dematerialization.

8. To support the Green Initiative, members are requested to register their email addresses with the Company or RTA.

9. Members should update personal or bank details (address, PAN, contact info, etc.) with the Company or RTA.

10. For AGM-related queries, members should email the Company at companysecretary@integraholdings.in at least 7 days before the meeting.

11. Members who have not registered a nominee are encouraged to submit Form SH-13 for nomination.

12. The company has created an exclusive E-mail Id: companysecretary@integraholdings.in for quick redressal of shareholders/investors grievances.

13. The AGM Notice and Annual Report 2025-26 are sent via email only and same is available on:
www.integraindia.com & www.bseindia.com.

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

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

16. The Board of Directors of the Company has appointed CS Ruchita Patel & Associates., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and She has communicated her willingness to be appointed and will be available for the same purpose.

17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e.Wednesday, 23th September 2026. A person whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Wednesday, 23th September 2026 only, shall be entitled to avail the facility of e-voting / Poll.

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

19. Since the meeting is held via VC/OAVM, the Route Map is not annexed in this notice.

20. Subject to the required number of votes received, resolutions will be deemed passed on the date of the AGM.

21. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

22. Pursuant to the above-mentioned MCA and SEBI Circulars, the facility to appoint proxy to attend and cast votes for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

23. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

24. The AGM Notice is als disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.

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

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

ITEM NO. 3:

The Members of the Company had approved the remuneration payable to M/s. D. C. Parikh & Co., Chartered Accountants (Firm Registration No. 107537W), Statutory Auditors of the Company, at the Annual General Meeting held on Monday, 30th September, 2024.

Subsequent to such approval, considering the increased scope of the statutory audit, additional reporting and compliance requirements, and the enhanced level of professional services to be rendered by the Statutory Auditors during the Financial Year 2026-27, the Audit Committee recommended, and the Board of Directors at its meeting held on 22nd July, 2026 approved, the revision in the remuneration payable to the Statutory Auditors, subject to the approval of the Members.

Accordingly, approval of the Members is sought for revision in the remuneration payable to the Statutory Auditors for an amount not exceeding Rs. 100,000/- per annum (Rupees One Lac only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the statutory audit.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

The present Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore) divided into 40,00,000 (Forty lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate fund raising in future, to meet the business expansion plans, including the need for investment opportunities and long-term growth objectives, it is proposed to increase the Authorised Share Capital to Rs. 2,25,00,00,000/- (Rupees Two Hundred and Twenty Five Crore) divided into 22,50,00,000 (Twenty Two Crore and Fifty lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members approvals in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

Accordingly, the Board recommends the resolutions as set out at Item no. 4 in the Notice for your approval as an Ordinary Resolution.

All relevant documents referred to in the accompanying notice and the Explanatory Statement shall be open for physical inspection at the Registered Office of the Company situated at 3rd Floor, Fortune Tower, Sayajigunj, Vadodara-390020, Gujarat, India between 10.00 a.m. to 5.00 p.m. IST on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

ITEM NO. 5:

The Company proposes to acquire 1,65,93,000 shares of M/S. MAGNATECH CO. LTD, (“Magnatech”) registered in SOUTH KOREA, representing 95.00% of its shareholding. The total purchase consideration for this acquisition is Rs. 2,98,67,40,000/- (Rupees Two Hundred Ninety Eight Crore Sixty Seven Lakh Forty Thousand) at a price of Rs. 180/- (Rupees One Hundred Eighty) per equity share (Purchase Consideration). In consideration of this acquisition, the Company intends to offer, issue and allot up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 15/- (Rupees Fifteen) per equity share, to the shareholders of Magnatech by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of Magnatech. Upon completion of this acquisition, Magnatech will become a subsidiary of our company.

The proposed acquisition is a strategic initiative aimed at expanding the Company's business operations and enhancing its market position. This acquisition will facilitate the transfer of ownership without impacting on the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that this acquisition aligns with the Company's growth strategy and are in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Resolution set out at Item No. 5 seeking approval of the Members by way of a Special Resolution.

Except Mr. Baljit Singh, Ms. Honey Baljit Singh and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

ITEM NO. 6:

The Special Resolution as mentioned in item no. 6 of notice proposes to authorize the Board of Directors of the company to issue and allot not exceeding 26,66,667 (Twenty Six Lakh Sixty Six Thousand Six Hundred Sixty Seven) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share, on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of Special Resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

I. Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 26,66,667 (Twenty Six Lakh Sixty Six Thousand Six Hundred Sixty Seven) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share aggregating up to Rs. 4,00,00,005/- (Rupees Four Crore Five).

The Company intends to utilize the proceeds from this Preferential Issue towards the following object:

Sr. No.	Purpose	Amount (in Rs.)	Tentative Timeline for utilization of proceeds	Mode in which funds will be kept until fully utilised
1	To meet working capital requirements for development of its existing business and to meet general corporate purpose which shall not exceed 25% of the Issue Size.	4,00,00,005/- (Rupees Four Crore Five)	Within 12 months from the date of receipt of funds of equity shares.	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of Fixed Deposit(s) with the Schedule Bank.

II. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 31/08/2026 has approved to issue not exceeding 26,66,667 (Twenty Six Lakh Sixty Six Thousand Six Hundred Sixty Seven) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share aggregating up to Rs. 4,00,00,005/- (Rupees Four Crore Five) to Mr. Michael J Commiskey Jr. by way of preferential issue, subject to the approval of the members.

III. Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;

The following promoters or their associates and relatives, Directors or Key Managerial Personnel of the Company has shown their interest to subscribe shares proposed to be issued under the Preferential Allotment.

Sr. No.	Name of proposed Allottee	Category and Designation
1	Mr. Michael J Commiskey Jr.	Non-promoter Independent Director

Except above, no other Director(s) or Key Managerial Personnel(s) intends to subscribe to the preferential issue.

IV. Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
A	**Promoters**						
1	Individuals/HUF	0	0.00	0	0	0	0.00
2	Body Corporate/ Trust	1976900	68.60	0	100704000	102680900	50.17
	Sub-Total (A)	**1976900**	**68.60**	**0**	**100704000**	**102680900**	**50.17**
B	**Non-Promoters**						
1	Institutions						
	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	0	0.00	0	0	0	0.00
2	Non-Institutions						
(i)	Individuals/HUF	581919	20.19	0	95076000	95657919	46.74
(ii)	NRIs	307577	10.67	2666667	0	2974244	1.45
(iii)	Bodies Corporate	10390	0.36	0	3336000	3346390	1.64
(iv)	Any Other	4814	0.17	0	0	4814	0.00
	Sub-Total (B)	**904700**	**31.40**	**2666667**	**98412000**	**101983367**	**49.83**
	Grand Total (A+B)	**2881600**	**100.00**	**2666667**	**199116000**	**204664267**	**100.00**

Notes:

1. Assuming that 26,66,667 Equity shares by way of cash and 19,91,16,000 Equity shares by way of share Swap as mentioned in the Resolution no. 6 and Resolution no. 7 respectively are fully subscribed to and allotted to the promoter/promoter group & non-promoters.

2. Since there has been no change in the shareholding pattern up to the date of the Board Meeting held on 31st August, 2026, the above pre-issue shareholding pattern is based on the shareholding as of 30th June, 2026.

V. Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as non – promoter and pre & post preferential issue.

Sr. No.	Name of the proposed Allottee	Proposed Category	Ultimate Beneficial Owners	Pre-Preferential Holding		No. of Equity shares to be allotted Through Cash	No. of Equity shares to be Allotted Through Swap of Shares	Post-Preferential Holding	
				No. of Shares	% of Holding			No. of Shares	% of Holding
1	Mr. Michael J Commiskey Jr.	Non-Promoter	--	0	0	26,66,667	0	26,66,667	1.30

Notes: Assuming that 26,66,667 Equity shares by way of cash and 19,91,16,000 Equity shares by way of Swap as mentioned in the Resolution no. 6 and Resolution no. 7 respectively are fully subscribed to and allotted to the promoter/ Promoter Group & non-promoters.

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the proposed Allottee	Current Status / Category	Proposed Status / Category
1	Mr. Michael J Commiskey Jr.	Non-promoter	Non-promoter

Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

VII. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

2. If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

VIII. Practicing Company Secretary Certificate

The Company has obtained a certificate from M/s. H M Kadeval & Associates, Practicing Company Secretary (COP No. 27829), certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address https://integraindia.com/files/Preferential-Issue/PCS-certificate.pdf

IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 31/08/2026, which is thirty days prior to the date of Annual General Meeting.

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity shares of the Company are Infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 31/08/2026 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://integraindia.com/files/Preferential-Issue/Integra-Switchgear-Valuation-report.pdf.

As per the Valuation Report, the price of equity share of the Company stands at Rs. 14.86/- per Equity share.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

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

Not Applicable as the allotment will be made for cash.

XI. SEBI Takeover code:

In the present case, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

XII. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

XIII. Lock–in Period:

The equity shares to be allotted on preferential basis shall be subject to ‘lock-in’ for such a period as the case may be from the date of trading approval from BSE Limited (“BSE”), where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

XIV. Listing:

The Company will make an application to BSE Limited (“BSE”) at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XV. The number 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 year, the Company has not made any preferential allotment.

XVI. Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public

XVII. Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.

3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;

6. The Company is in compliance with the conditions for continuous listing;

7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;

8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.

9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.

10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.

11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

XVIII. Monitoring Agency:

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

XIX. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to promoter 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.

Accordingly, the Board recommends the Resolution set out at Item No. 6 seeking approval of the Members by way of a Special Resolution.

Except Mr. Michael J Commiskey Jr. and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

ITEM NO. 7:

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Preferential allotment towards acquisition of 1,65,93,000 shares constituting 95.00% stake in M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA.

The Company in order to achieve inorganic growth has identified a Companies, M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA whose details are furnished hereunder. For this purpose, the Company approached CS Abhishek Chhajed, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/03/2020/13674) having Registered Address at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad- 380001, Gujarat, who conducted valuation of the company (M/S. MAGNATECH CO. LTD) and CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having Registered Address at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra, who conducted valuation of the company (Integra Switchgear Limited). The details of the company including ratios etc. are given below:

Swap ratio for allotment of Equity Shares by the Company to the respective shareholders of M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA:

On the basis of Valuation Report of the Independent Registered Valuer, the following swap ratios have been identified. Accordingly, it is proposed to issue and allot upto 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share aggregating upto Rs. 2,98,67,40,000/- (Rupees Two Hundred Ninety Eight Crore Sixty Seven Lakh Forty Thousand) as consideration to the shareholders of acquiree Company i.e. M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA in the ratio of 1:12 i.e. for every 1 shares of face value of 500 KRW held in Magnatech, 12 Equity shares of Rs. 10/- each of Integra Switchgear Limited.

After the proposed allotment of equity shares, M/S. MAGNATECH CO. LTD will become a subsidiary of Integra Switchgear Limited where in Integra Switchgear Limited holds 95.00% in M/S. MAGNATECH CO. LTD.

B. Brief profile of the M/S. MAGN TECH CO. LTD, ("Magnatech") registered in SOUTH KOREA.

Particulars	Details
Name of the target entity, details in brief such as size, turnover etc.	M/S. MAGNATECH CO. LTD, **("Magnatech") registered in** SOUTH KOREA
	MAGNATECH CO. LTD., a company incorporated on December 22, 2005, bearing Registration Number 2001110219604, and having its registered office at 55 1060-1, Nampyeong-ri, Jangseong-gun, Korea. The share capital of the Target Company is 17,466,400 Shares face value is 500 KRW each. The Target Company achieved a turnover of Rs. 44.65 Crore for the calendar year 2025.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	Yes, the acquisition would fall within related party transaction. Promoter/ promoter group/ are the Shareholder of the Target Company. This Transaction is done at arms-length price.
Industry to which the entity being acquired belongs.	Magnatech operates in the advanced battery and energy storage sector, engaged in the manufacture and sale of rechargeable (secondary) batteries and lighting products. The Company's cell manufacturing capability spans both NMC (nickel-manganese-cobalt) and LFP (lithium iron phosphate) chemistries, serving battery pack and energy storage system (ESS) applications. The Company also operates an LED lighting products business.
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition is proposed to expand and diversify the Company's existing business in the electrical and power sector by entering into the secondary battery and energystorage segment, leveraging MagnaTech's expertise in NCM and LFP cell production technologies. The acquisition will enable the Company to broaden its product portfolio and explore emerging opportunities in battery and energy-storage solutions.
Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Annual General Meeting subject to the approval from concerned statutory Authorities.
Nature of consideration - whether cash consideration or share swap and details of the same	Swapping of shares i.e., Other than Cash Consideration. Preferential Issue of up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per share aggregating up to Rs. 29,867.40 Lakh for acquisition of 1,65,93,000 Shares of face value 500 KRW each i.e., 95.00% stake in "Magnatech".

<table>
<tr><td>Cost of acquisition or the price at which the shares are acquired</td><td>The total consideration shall be Rs. 29,867.40 Lakh.

Acquisition shall be done on share swap basis and there will be no cash outflow. Valuation report from the registered valuer is obtained and also available on the website of the Company.</td></tr>
<tr><td>Percentage of shareholding/ control acquired and / or number of shares acquired.</td><td>95.00% (1,65,93,000 shares) of Magnatech.</td></tr>
<tr><td>Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</td><td>a. Brief background: as mentioned above
b. Date of incorporation: December 22, 2005
c. History of Last 3 calendar years turnover: (In USD):<table><tr><td>CY 2025</td><td>47,00,000</td></tr><tr><td>CY 2024</td><td>45,16,416</td></tr><tr><td>CY 2023</td><td>66,73,530</td></tr></table>d. The entity is present in South Korea
e. Any other significant information: Nil</td></tr>
</table>

For this purpose, the Company has obtained Valuation Report from CS Abhishek Chhajed, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/03/2020/13674) having Registered Address at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad- 380001, Gujarat, who has conducted valuation of the above companies and on the basis of Valuation Report of the Independent Registered Valuer, a swap ratio for allotment of shares by the Company to the respective shareholders of the said Companies is identified. Valuation Report can be accessed on the company website on the following link https://integraindia.com/files/Preferential-Issue/Magnatech-Valuation-report.pdf.

C. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

I. Objects of the preferential issue/particulars of the offer:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 1,65,93,000 Shares of face value of 500 KRW each constituting 95.00% stake in Magnatech. (“Target Company”) from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in Resolution at Item Number 7 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange, in the ratio of 1:12 (for every 1 shares of face value of 500 KRW held in Magnatech, 12 Equity shares of Rs. 10/- each of Integra Switchgear Limited) based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

I. Maximum number of specified securities to be issued

The resolutions set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 19,91,16,000 (Nineteen Crore Ninety One Lakh Sixteen Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share, issued on swap basis, subject to the approval of members.

III. Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:

The following promoters or their associates and relatives, Directors or Key Managerial Personnel of the Company has shown their interest to subscribe shares proposed to be issued under the Preferential Allotment.

Sr. No.	Name of proposed Allottee	Category and Designation
1	Northvale Capital Partners Pte Ltd	Promoter

Except above, no other Director(s) or Key Managerial Personnel(s) intends to subscribe to the preferential issue.

IV. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis).

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
A	**Promoters**						
1	Individuals/HUF	0	0.00	0	0	0	0.00
2	Body Corporate/ Trust	1976900	68.60	0	100704000	102680900	50.17
	Sub-Total (A)	**1976900**	**68.60**	**0**	**100704000**	**102680900**	**50.17**
B	**Non-Promoters**						
1	Institutions						
	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	0	0.00	0	0	0	0.00
2	Non-Institutions						
(i)	Individuals/HUF	581919	20.19	0	95076000	95657919	46.74
(ii)	NRIs	307577	10.67	2666667	0	2974244	1.45
(iii)	Bodies Corporate	10390	0.36	0	3336000	3346390	1.64
(iv)	Any Other	4814	0.17	0	0	4814	0.00
	Sub-Total (B)	**904700**	**31.40**	**2666667**	**98412000**	**101983367**	**49.83**
	Grand Total (A+B)	**2881600**	**100.00**	**2666667**	**199116000**	**204664267**	**100.00**

Notes:

1. Assuming that 26,66,667 Equity shares by way of cash and 19,91,16,000 Equity shares by way of share Swap as mentioned in the Resolution no. 6 and Resolution no. 7 respectively are fully subscribed to and allotted to the promoter/promoter group & non-promoters.

2. Since there has been no change in the shareholding pattern up to the date of the Board Meeting held on 31st August, 2026, the above pre-issue shareholding pattern is based on the shareholding as of 30th June, 2026.

V. Time frame within which the preferential issue shall be completed and material terms:

The allotment of equity shares 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 from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue.

Sr. No.	Name of proposed Allottee *	Proposed Category	Ultimate Beneficial Owners	Pre-Preferential Holding		No. of Equity shares to be allotted Through Cash	No. of Equity shares to be Allotted Through Swap of Shares	Post issue	
				No. of Shares	% of Holding			holding	%
1	NORTHVALE CAPITAL PARTNERS PTE LTD	Promoter	Baljit Singh	19,76,900	68.60	--	10,07,04,000	10,26,80,900	50.17
2	SUNHOO PARK	Non-Promoter	--	0	0.00	--	3,83,04,000	3,83,04,000	18.72
3	SIEHYOUNG HWANG	Non-Promoter	--	0	0.00	--	3,53,04,000	3,53,04,000	17.25
4	HAEMAN JUNG	Non-Promoter	--	0	0.00	--	1,20,00,000	1,20,00,000	5.86
5	IL YANG	Non-Promoter	--	0	0.00	--	66,12,000	66,12,000	3.23
6	KARTIK RAJNIKANT PATEL	Non-Promoter	--	0	0.00	--	6,00,000	6,00,000	0.29
7	LIMBAUGH CAPITAL LIMITED COMPANY	Non-Promoter	Michael Limbaugh	0	0.00	--	12,00,000	12,00,000	0.59
8	SHAH METACORP HOLDINGS USA INC	Non-Promoter	Viral Shah	0	0.00	--	9,48,000	9,48,000	0.46

9	2582682 ONTARIO CORPORATIO N	Non-Pro moter	Nayneshk umar Patel	0	0.00	--	4,32,000	4,32,000	0.21
10	SULTAN FADHEL ABUBAKER SALEM ALTAHBOUS H	Non-Pro moter	--	0	0.00	--	12,00,000	12,00,000	0.59
11	ABDULRAHE EM EBRAHIM SAAD ALBATEEH ALNUAIMI	Non-Pro moter	--	0	0.00	--	6,00,000	6,00,000	0.29
12	MOATAZ ABDALLAH AHMED MOSTAFA	Non-Pro moter	--	0	0.00	--	1,80,000	1,80,000	0.09
13	SALEH MOHAMME D SAEED ALJASSARI	Non-Pro moter	--	0	0.00	--	1,20,000	1,20,000	0.06
14	INFINITE NETWORK SOLUTIONS	Non-Pro moter	Prashant Thakor	0	0.00	--	1,32,000	1,32,000	0.06
15	AJITKUMAR MANUBHAI PATEL	Non-Pro moter	--	0	0.00	--	1,56,000	1,56,000	0.08
16	10203717 MANITOBA CORP	Non-Pro moter	Snehal Patel	0	0.00	--	1,68,000	1,68,000	0.08
17	AJ INVESTMENT NJ LLC	Non-Pro moter	Amit Patel	0	0.00	--	4,56,000	4,56,000	0.22

Notes: Assuming that 26,66,667 Equity shares by way of cash and 19,91,16,000 Equity shares by way of Swap as mentioned in the Resolution no. 6 and Resolution no. 7 respectively are fully subscribed to and allotted to the promoter/ Promoter Group & non-promoters.

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1	NORTHVALE CAPITAL PARTNERS PTE LTD	Promoter	Promoter
2	SUNHOO PARK	Non-Promoter	Non-Promoter
3	SIEHYOUNG HWANG	Non-Promoter	Non-Promoter
4	HAEMAN JUNG	Non-Promoter	Non-Promoter
5	IL YANG	Non-Promoter	Non-Promoter
6	KARTIK RAJNIKANT PATEL	Non-Promoter	Non-Promoter
7	LIMBAUGH CAPITAL LIMITED COMPANY	Non-Promoter	Non-Promoter
8	SHAH METACORP HOLDINGS USA INC	Non-Promoter	Non-Promoter
9	2582682 ONTARIO CORPORATION	Non-Promoter	Non-Promoter
10	SULTAN FADHEL ABUBAKER SALEM ALTAHBOUSH	Non-Promoter	Non-Promoter
11	ABDULRAHEEM EBRAHIM SAAD ALBATEEH ALNUAIMI	Non-Promoter	Non-Promoter
12	MOATAZ ABDALLAH AHMED MOSTAFA	Non-Promoter	Non-Promoter
13	SALEH MOHAMMED SAEED ALJASSARI	Non-Promoter	Non-Promoter
14	INFINITE NETWORK SOLUTIONS	Non-Promoter	Non-Promoter
15	AJITKUMAR MANUBHAI PATEL	Non-Promoter	Non-Promoter
16	10203717 MANITOBA CORP	Non-Promoter	Non-Promoter
17	AJ INVESTMENT NJ LLC	Non-Promoter	Non-Promoter

Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

VII. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

2. If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

VIII. Practicing Company Secretary Certificate

The Company has obtained a certificate from M/s. H M Kadeval & Assocaites, Practicing Company Secretary (COP No. 27829), certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address https://integraindia.com/files/Preferential-Issue/PCS-certificate.pdf

IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 31/08/2026, which is thirty days prior to the date of Annual General Meeting.

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity shares of the Company are Infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 26/05/2026 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://integraindia.com/files/Preferential-Issue/Integra-Switchgear-Valuation-report.pdf.

As per the Valuation Report, the price of equity share of the Company stands at Rs. 14.86/- per share.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

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

It was proposed to acquire 1,65,93,000 Shares of face value of 500 KRW each constituting 95.00% stake in M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA, from the shareholders of M/S. MAGNATECH CO. LTD, ("Magnatech") registered in SOUTH KOREA for 19,91,16,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 15/- per equity share on swap basis in the ratio of 1:12 (i.e., for every 1 shares of face value of 500 KRW held in Magnatech, 12 Equity shares of Rs. 10/- each of Integra Switchgear Limited will be issued) based on the Valuation Report of both the companies.

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA Bhavesh M Rathod, Independent Registered Valuer Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra

XI. SEBI Takeover code:

In the present case, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

XII. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

XIII. Lock–in Period:

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited ("BSE"), where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

XIV. Listing:

The Company will make an application to BSE Limited ("BSE") at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XV. The number 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 year, the Company has not made any preferential allotment.

XVI. Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

XVII. Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

2. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;

6. The Company is in compliance with the conditions for continuous listing;

7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;

8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.

9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.

10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.

11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

XVIII. Monitoring Agency:

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

XIX. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders by way of special resolution 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others 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.

Accordingly, the Board recommends the Resolution set out at Item No. 7 seeking approval of the Members by way of a Special Resolution.

Except Mr. Baljit Singh, Ms. Honey Baljit Singh and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

By Order of the Board of Directors
INTEGRA SWITCHGEAR LIMITED

Place: New Delhi
Date: 31/08/2026

UPVEEN HARPAL
Whole-Time Director and CFO
DIN: 06800217

INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://integraindia.com/files/agm/2026/Annual-report-2026.pdf. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 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 record date (cut-off date) i.e. Wednesday, 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd September, 2026.

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.

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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

Individual Shareholders holding securities in demat mode with NSDL.	4 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 **eVoting service pr vider 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. 5 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

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with CDSL.	1 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2 After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. 3 If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders (holding securities in demat mode) login through their depository participants	1 You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting 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 eVoting 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 securlties in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a. If you are already registered for e-Voting, then you can 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.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a. Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 CS Ruchita Patel, <**ruchita.patel@drpassociates.in**> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to **Sachin Kareliya** at evoting@nsdl.com.

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 companysecretary@integraholdings.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) companysecretary@integraholdings.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.com 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@integraholdings.in. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

Dated: 31-08-2026
Place : New Delhi
Registered office 3rd Floor, Fortune Tower, Sayajigunj, Vadodara, Gujarat, India, 390020

By Order of the Board of Directors

Upveen Harpal
Whole-Time Director and CFO
DIN: 06800217

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS PER SEBI LODR REGULATION 36 AND SECRETARIAL STANDARD-2

PARTICULARS	DETAILS
NAME OF THE DIRECTOR	**MS. HONEY SINGH**
DIN No.	02589597
Date of Birth	16/04/1987
Age (Years)	39 years
Type of appointment	Director retiring by Rotation
Date of Appointment	31/12/2024
Areas of Specialization	**Ms. Honey Baljit Singh's** background in digital marketing, sales and entrepreneurial leadership, which means she has articulation, strategy and understanding of how to guide any organization to achieve its current and future objectives. Ms. Singh is responsible for communication between the company, regulatory authorities and government agencies. Ms. Singh is committed to ensuring sustenance and deepening of existing relationships as well as maintaining & establishing sound risk management and achieving an appropriate balance between quantifiable risks and company performance.
Qualifications	Bachelor's degree in B.A, (Hons.) from the University of Toronto and an MFA degree from New York University
No. of Shares Held in the Company	NIL
Listed company directorship	1. IDREAM FILM INFRASTRUCTURE COMPANY LIMITED
Directorships in other companies	1. MANCO RECRUITERS INTERNATIONAL (INDIA) LIMITED 2. VSE STOCK SERVICES LIMITED 3. NORFOLK TECHNOLOGY SERVICES LIMITED 4. VSE SECURITIES IFSC PRIVATE LIMITED 5. IDREAM FILM INFRASTRUCTURE COMPANY LIMITED 6. INTEGRA SWITCHGEAR LIMITED 7. BIMAL SWITHGEAR PRIVATE LIMITED
Board committee roles in this company	Member of ONE committee: 1. Stakeholders Relationship Committee
Board committee roles in other companies	1. iDream Film Infrastructure Company Limited • Committee member of Nomination & Remuneration • Committee member of Stakeholder Committee
Relationship with KMP and directors	Daughter of Mr. Baljit Singh, Non-Executive Director of the Company & Director of Bimal Switchgear Private Limited, Subsidiary of Integra Switchgear Limited
Justification for appointment	Expert in digital marketing and business administration and management

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Registered office: 3rd Floor, Fortune Tower, Sayajigunj, Vadodara, Gujarat, India, 390020

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