

DISA India Limited

Regd. Office: World Trade Center (WTC), 6th Floor

Unit No. S-604, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road

Malleswaram-Rajajinagar, Bangalore – 560 055

CIN No: L85110KA1984PLC006116 **Ph No.** 080-22496701, **Fax No.** 080-22496750

Website: <https://www.disagroup.com/en-in/> **Email:** investor.relations@noricangroup.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), (including any statutory modification or re-enactment thereof for the time being in force) and the Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022, September 9, 2023 and September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars'), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard-2 on General Meetings (SS-2), that the resolutions appended below are sought to be passed by the members of DISA India Limited (the 'Company') by way of Postal Ballot by voting through electronic means (remote e-Voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent('RTA')/Depositories. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting. The communication of the assent or dissent of the Members would only take place through remote e-Voting.

The Board has appointed Mr. Vijayakrishna K T (Membership No. FCS 1788), Practising Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company (the "Chairperson") or any other person authorized by the Chairperson, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-Voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS:

1. Appointment of Ms. Malvieka Joshi (DIN: 03393195) as a Non – Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Malvieka Joshi (DIN: 03393195), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors, and who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification, amendment or re-enactment thereof for the time being in force], Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Malvieka Joshi (DIN: 03393195), who has submitted a

declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company at the remuneration as per the Company's policy to hold office for a term of five consecutive years from February 5, 2025 up to and including February 4, 2030 and that her office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company and/or Ms. Vidya Jayant, Chief Financial Officer and/or Ms. Shrithee M S, Company Secretary of the Company be and are hereby authorized to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

2. Appointment of Mr. Ranjan Sen (DIN: 06872411) as a Non – Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Ranjan Sen (DIN: 06872411), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors, and who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification, amendment or re-enactment thereof for the time being in force], Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ranjan Sen (DIN: 06872411), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company at the remuneration as per the Company's policy to hold office for a term of five consecutive years from February 5, 2025 up to and including February 4, 2030 and that his office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company and/or Ms. Vidya Jayant, Chief Financial Officer and/or Ms. Shrithee M S, Company Secretary of the Company be and are hereby authorized to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

3. Appointment of Ms. Vidya Viswanathan (DIN: 06978067) as a Non – Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Vidya Viswanathan (DIN: 06978067), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors, and who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification, amendment or re-enactment thereof for the time being in force], Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Vidya Viswanathan (DIN: 06978067), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company at the remuneration as per the Company's policy to hold office for a term of five consecutive years from February 5, 2025 up to and including February 4, 2030 and that her office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company and/or Ms. Vidya Jayant, Chief Financial Officer and/or Ms. Shrithee M S, Company Secretary of the Company be and are hereby authorized to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

4. Appointment of Ms. Deepa Agar Hingorani (DIN: 00206310) as a Non-Executive Non-Independent Director 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 Sections 152, 161, 197 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Companies Act, 2013 and any other applicable rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Deepa Agar Hingorani (DIN: 00206310), who was appointed as an Additional Director in the capacity of Non-executive Non-independent Director of the Company with effect from March 28, 2025 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Deepa Agar Hingorani (DIN: 00206310) be and is hereby appointed as Chairperson of the Company with effect from March 28, 2025.

RESOLVED FURTHER THAT Ms. Deepa Agar Hingorani (DIN: 00206310) be and is hereby entitled to commission in such proportion as the Board may think fit at a rate not exceeding 1% of the net profits of the Company to be computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or Ms. Vidya Jayant, Chief Financial Officer and/or Ms. Shrithee M S, Company Secretary of the Company be and are hereby authorized to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

Date: March 28, 2025
Place: Bengaluru

By Order of the Board of Directors
For DISA India Limited
Shrithee M S
Company Secretary
Membership No.: ACS 56563

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. In compliance with MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, March 28, 2025 (cut-off date) and whose e-mail IDs are registered with the Company /Company's Registrars and Transfer Agents ('RTA')/ Depositories. For receiving the copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered in accordance with the process outlined in this Notice. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Notice shall also be uploaded on the website of the Company at www.disagroup.com/en-in/ and on the website of BSE Limited ("BSE") at www.bseindia.com. All the Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-Voting services provided by Central Depository Services Limited (CDSL). Instructions for remote e-Voting are provided in the Notice.

4. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up Equity Share Capital as on Friday, March 28, 2025, being the 'Cut-off date' fixed for this purpose. Any person who becomes the Member after the Cut-off date should treat this notice for information purpose only.
5. The voting period will commence from Thursday, April 03, 2025 at 9.00 a.m. IST and will end on Friday, May 02, 2025, at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote(s) electronically. The e-Voting module shall be disabled for voting thereafter.
6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
7. The Resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on May 02, 2025, being the last date specified by the Company for e-Voting.
8. The Board has appointed Mr. Vijayakrishna K T (Membership No. FCS 1788), Practising Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot/e-Voting process in a fair and transparent manner.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Company or any authorized person. The results of the e-Voting by Postal Ballot will be announced within two working days of the conclusion of the e-Voting.
10. The declared results along with the report of Scrutinizer shall be intimated to BSE where the shares of the Company are listed and will be uploaded on www.bseindia.com. Additionally, the results will also be uploaded on the Company's website at <https://www.disagroup.com/en-in/investor-relations/disa-india-ltd/notices>.
11. The instructions for members for e-voting are as under:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD /CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD /CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Shareholder Type	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Shareholder Type	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 Forgot User ID and Forgot 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. CDSL and NSDL

Login type	Helpdesk details
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 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID

1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant to 'DISA India Limited' on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts

they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@noricangroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12. Process for those members whose email/mobile no. are not registered with the Company/Depositories.

- For Physical shareholders- please provide necessary details like 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 Company/RTA email id irg@integratedindia.in.
- For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 1 - Appointment of Ms. Malvieka Joshi (DIN: 03393195) as a Non – Executive Independent Director of the Company.

The Board at its meeting held on February 5, 2025, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Ms. Malvieka Joshi (DIN: 03393195), as an Additional, Non-Executive Independent Director of the Company with effect from February 5, 2025 till February 4, 2030, for a term of five consecutive years.

Ms. Malvieka Joshi has given her consent to act as Non-Executive and Independent Director and further a declaration to the Board that she satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has confirmed that she is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authority. Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board, Ms. Malvieka Joshi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director.

The Board is of the view that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Malvieka Joshi as a Non-Executive Independent Director considering her skills and expertise in Legal, HR, Mergers and Due Diligence. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Malvieka Joshi as a Non-Executive Independent Director, for approval by the members of the Company.

Brief profile and other requisite information of Ms. Malvieka Joshi, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as on date of Notice, are given in **Annexure A**.

Except Ms. Malvieka Joshi, none of the other Directors, Key Managerial Personnel or their relatives, is in any way concerned or interested in this resolution.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Ms. Malvieka Joshi as a Non – Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 1 of the Notice for approval by members.

Item No. 2 - Appointment of Mr. Ranjan Sen (DIN: 06872411) as a Non – Executive Independent Director of the Company.

The Board at its meeting held on February 5, 2025, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Mr. Ranjan Sen (DIN: 06872411), as an Additional, Non-Executive Independent Director of the Company with effect from February 5, 2025 till February 4, 2030, for a term of five consecutive years.

Mr. Ranjan Sen has given his consent to act as a Non-Executive and Independent Director and further a declaration to the Board that he satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has confirmed that he is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authority. Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board Mr. Ranjan Sen fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director.

The Board is of the view that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ranjan Sen as a Non-Executive Independent Director considering his skills and expertise across a wide spectrum – both in large Indian conglomerates and leading Multinationals. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ranjan Sen as a Non-Executive Independent Director, for approval by the members of the Company.

Brief profile and other requisite information of Mr. Ranjan Sen, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as on date of Notice, are given in **Annexure A**.

Except Mr. Ranjan Sen, none of the other Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in this resolution.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Mr. Ranjan Sen as a Non – Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 2 of the Notice for approval by members.

Item No. 3 - Appointment of Ms. Vidya Viswanathan (DIN: 06978067) as a Non – Executive Independent Director of the Company.

The Board at its meeting held on February 5, 2025, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Ms. Vidya Viswanathan (DIN: 06978067), as an Additional, Non-Executive Independent Director of the Company with effect from February 5, 2025 till February 4, 2030, for a term of five consecutive years.

Ms. Vidya Viswanathan has given her consent to act as Non-Executive and Independent Director and further a declaration to the Board that she satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has confirmed that she is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any other such authority. Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board, Ms. Vidya Viswanathan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director.

The Board is of the view that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Vidya Viswanathan as a Non-Executive Independent Director considering her skills and expertise in Finance, Corporate Governance and Sustainability. Accordingly, the Board recommends a resolution in relation to the appointment of Ms. Vidya Viswanathan as a Non-Executive Independent Director, for approval by the members of the Company.

Brief profile and other requisite information of Ms. Vidya Viswanathan, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as on date of Notice, are given in **Annexure A**.

Except Ms. Vidya Viswanathan, none of the other Directors, Key Managerial Personnel or their relatives, is in any way concerned or interested in this resolution.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Ms. Vidya Viswanathan as a Non – Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 3 of the Notice for approval by members.

Item No. 4 - Appointment of Ms. Deepa Agar Hingorani (DIN: 00206310) as a Non-Executive Non-Independent Director of the Company.

Following may be noted by the Shareholders:

Recalling the long association of Ms. Deepa Agar Hingorani with your Company as an Independent Director and also as a Chairperson, your Board is of the view that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Deepa Agar Hingorani as a Non-Executive Non-Independent Director considering her skills and expertise in private equity and debt investment experience across multiple sectors and geographies.

Brief profile and other requisite information of Ms. Deepa Agar Hingorani, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as on date of Notice, are given in **Annexure A**.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Deepa Agar Hingorani as a Non-Executive Non-Independent Director, for approval by the members of the Company. The Board has recommended that Ms. Deepa Agar Hingorani be appointed as Chairperson of the Company once again in order to continue to steer the Board as effectively as she has been delivering thus far.

The Board at its meeting held on March 28, 2025, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Ms. Deepa Agar Hingorani (DIN: 00206310), as an Additional, Non-Executive Non-Independent Director of the Company with effect from March 28, 2025.

Ms. Deepa Agar Hingorani has given her consent and declarations to act as a Non-Executive Non-Independent Director in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has confirmed that she is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of Ms. Deepa Agar Hingorani as a Non-Executive Non-independent Director of the Company. In the opinion of the Board Ms. Deepa Agar Hingorani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as a Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors at their Meetings held on March 28, 2025, have recommended commission payable to Ms. Deepa Agar Hingorani for Rs. 5,00,000/- (Rupees Five Lakhs Only) per annum and approved by Board subject to the approval of the members. Such commission will be paid to Ms. Deepa Agar Hingorani in addition to the sitting fees for attending the meetings of the Board and its Committees.

As per second proviso to Sub-Section (1) of Section 197, remuneration payable to Non-Executive Directors is limited to 1% of profits of the Company and is well within the limits.

As per Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the compensation paid to Non-Executive Directors, including the Independent Directors shall be approved by the members.

Except Ms. Deepa Agar Hingorani, none of the other Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in this resolution.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Ms. Deepa Agar Hingorani as a Non – Executive Non-Independent Director in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by members.

Annexure A

Details as per Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile of Ms. Malvieka Joshi (DIN: 03393195)

Ms. Malvieka Joshi is Legal and HR Professional with three decades of experience across Industries like Banking, FMCG, Telecom and IT. As Company Secretary (FCS), she had experience with various Boards in Banks, FMCG, Telecom and IT and also handled Mergers and due diligence. She also had experience of opening Engineering Centers for Global Capability Centers in India and building their state-of-the-art infrastructure, driving innovation, and making them Great Places to Work where Employees build careers and grow with the Organization.

She is also an ACC certified Coach from International Coach Federation.

Brief Profile of Mr. Ranjan Sen (DIN: 06872411)

Mr. Ranjan Sen is known in the engineering industry with nearly 40 years of experience. He has experience across a wide spectrum – both in large Indian conglomerates like Tata Steel, focused segment leaders Lucas India and NRB Bearings and with leading multinationals like Sandvik Asia, Timken and Trelleborg. He recently retired as Managing Director for Trelleborg India Pvt Ltd (since 2014) and has held additional role as the Director, Organization Development for APAC since 2020.

He is a trained and certified ICF Coach as well as an accredited Belbin practitioner.

Brief Profile of Ms. Vidya Viswanathan (DIN: 06978067)

Ms. Vidya Viswanathan is a Finance Professional with a passion for Corporate Governance and Sustainability. She has the ability to go beyond the numbers by linking strategy, leadership, communication, technology, outsourcing and financial decision making to create long-term growth. She is also having international experience from Scandinavia, US and Japan and Specific Finance and Corporate Shared Services experience in India, China and Eastern Europe.

Her specialties include Board Membership in Indian subsidiaries, Site Leadership, General Management, Finance Transformation, Financial Planning and Analysis, Board level corporate Balance Score Card setting.

She is currently working as Site Director, India with responsibilities for Finance and Administration of the Indian subsidiary.

Brief Profile of Ms. Deepa Agar Hingorani (DIN: 00206310)

Ms. Deepa Agar Hingorani has three decades of private equity and debt investment experience with presence on the ground in Asia, leading several greenfield and growth stage investments across the lifecycle from sourcing to exit. Investment experience across multiple sectors, including Climate (renewable energy, energy efficiency, circularity, water), Agri business and infrastructure, Financial Services, Manufacturing and Healthcare. She also has Geographical experience in South and South-East Asia and is experienced board member as a nominee director for several investee companies and as an independent director.

Previously she was Asia Head for IFU, Danish sovereign investment fund and currently she is working as a Partner for Novo Holdings, a Danish asset investment and management company, heading their Planetary Health vertical for Asia.

Ms. Deepa Agar Hingorani served as the Director of the Company from 2006 to 2015. In the year 2015, being eligible under the applicable provisions of the Act and the SEBI Listing Regulations, she was appointed as an Independent Director on the Board of the Company with effect from February 12, 2015 to February 11, 2020. She was reappointed as the Independent Director again for 5 consecutive terms with effect from February 12, 2020 to February 11, 2025 and Chairperson of the Board with effect from January 28, 2021 to February 11, 2025.

Other information about the appointee(s) as on the date of this Notice is as follows:

Sr. No.	Particulars	Details			
1	Name of Director	Ms. Malvika Joshi	Mr. Ranjan Sen	Ms. Vidya Viswanathan	Ms. Deepa Agar Hingorani
2	DIN	03393195	06872411	06978067	00206310
3	Date of Birth	March 19, 1962	July 25, 1962	March 8, 1979	September 29, 1970
4	Age	63 years	62 years	46 years	54 years
5	Date of first appointment on the Board	February 5, 2025	February 5, 2025	February 5, 2025	August 15, 2006
6	Qualifications	- FCS from ICSI - ACC from ICF - Certification from Cornell - BA Hons from St Xaviers	- Trelleborg Senior Management Development Programme from IMD Business School, Lausanne, Switzerland - Post Graduate Certificate in General Management from Indian Institute of Management, Kolkata. - Bachelor of Mechanical Engineering from Jadavpur University	- Associate Chartered Accountant – ICAI - IFRS certificate level – ICAEW - Leadership Program, Hay Group - Decision Making Process – Chicago Booth School of Business	Executive MBA, Masters in Finance

Sr. No.	Particulars	Details			
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice
8	Expertise in specific functional Areas	As mentioned in the Brief Profile	As mentioned in the Brief Profile	As mentioned in the Brief Profile	As mentioned in the Brief Profile
9	Terms and conditions of Appointment	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice
10	Details of remuneration last Drawn	None	None	None	Remuneration drawn for FY 2023-24 is as below: - Commission: Rs. 4,00,000/- - Sitting fees: Rs. 4,00,000/-
11	Details of remuneration sought to be paid	She will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Independent Directors of the Company as per the Remuneration Policy of the Company.	He will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Independent Directors of the Company as per the Remuneration Policy of the Company.	She will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Independent Directors of the Company as per the Remuneration Policy of the Company.	She will be eligible for payment of sitting fees and commission, as per the Remuneration Policy of the Company.
12	Shareholding in the Company as on the date of the Notice	Nil	Nil	Nil	Nil
13	Directorships in listed Companies and other Directorships	Nil	Nil	Xellia Pharmaceuticals Private Limited	- Aster Biopharma Limited, Cayman Islands - Sylvan International Biotechnology Co. Limited, China
14	Listed entities from which the Director has resigned from Directorship in last 3 (three) Years	Nil	Nil	Nil	UGRO Capital Limited (w.e.f. April 25, 2024)

Sr. No.	Particulars	Details			
15	Number of Board meetings attended during FY 2025	She was appointed as an Additional, Non-Executive Independent Director with effect from February 5, 2025. Post her appointment, one meeting of Board of Directors was held on March 28, 2025, which was attended by her.	He was appointed as an Additional, Non-Executive Independent Director with effect from February 5, 2025. Post his appointment, one meeting of Board of Directors was held on March 28, 2025, which was attended by him.	She was appointed as an Additional, Non-Executive Independent Director with effect from February 5, 2025. Post her appointment, one meeting of Board of Directors was held on March 28, 2025, which was attended by her.	She was appointed as an Additional, Director in the category of Non-Executive Non-Independent Director with effect from March 28, 2025. Post her current appointment, no meeting of Board of Directors was held or attended by her.
16	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	She is not related to any of the Directors or Key Managerial Personnel of the Company.	He is not related to any of the Directors or Key Managerial Personnel of the Company.	She is not related to any of the Directors or Key Managerial Personnel of the Company.	She is not related to any of the Directors or Key Managerial Personnel of the Company.
17	Membership/Chairmanship of Committees of other Boards	Nil	Nil	Nil	Nil