



INTEGRATED INDUSTRIES LIMITED

CIN-L10719DL1995PLC277176

Formerly known as Integrated Technologies Limited

May 30, 2024

To,
Corporate Relationship Deptt.
BSE Limited
P.J Tower, Dalal Street,
Mumbai – 400 001

Scrip Code: 531889

Subject: Annual Secretarial Compliance Report for the financial year ended 31st March 2024

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Report of the Company for the financial year ended 31st March, 2024 issued by M/s L. Gupta & Associates, Company Secretaries.

This is for your kind information and record.

Yours faithfully,
For Integrated Industries Limited
(Formerly known as Integrated Technologies Limited)



Priyanka
Company Secretary & Compliance Officer

PRIYANKA

Digitally signed by
PRIYANKA
Date: 2024.05.30 18:38:41
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L. GUPTA & ASSOCIATES

Company Secretaries

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Secretarial Compliance Report of Integrated Industries Limited (formerly known as Integrated Technologies Limited) for the year ended 31st March 2024

I have examined:

- (a) all the documents and records made available to us and explanation provided by Integrated Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the audit period) (Not applicable during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the audit period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the audit period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;



And based on examination, I hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	



4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	The company has obtained prior approval for all related party transactions.



9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Detailed hereunder
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>M/s Prem Gupta & Co., Chartered Accountants, were appointed as statutory auditor of the company in AGM held on May 22, 2023 on the completion of tenure of M/s D.V Mittal & Co, erstwhile statutory auditor</p>
2. Other conditions relating to resignation of statutory auditor			
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and</p>	<p>NA</p>	<p>There has not been any resignation of the Statutory Auditor during the year.</p>



	<p>immediately without specifically waiting for the quarterly Audit Committee meetings.</p>		
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>There has not been any resignation of the Statutory Auditor during the year</p>



	<p>to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There has not been any resignation of the Statutory Auditor during the year

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



Secretarial Compliance Report of Integrated Industries Limited

L. Gupta & Associates

S r · N o ·	Com- plianc e Requir e- ment (Regu- lations / circula rs/ guide- lines includi ng specifi c clause)	Regu- lation / Circul ar No.	Devia tions	Actio n Take n by	Typ e of Acti on	Details of Violati on	Fine Amou nt	Obser- vations / Remark s of the Practici ng Compa ny Secreta ry	Man- age- ment Re- spon se	Re- mar ks
1.	SEBI (LODR) Regulat ion, 2015	34	Non- submissi on of the Annual Report within the period prescrib ed under this regulatio n	BSE	Company informed that there was no non complianc e and has dissemina ted the Annual Report pertaining to Financial Year 2022-23 on stock exchange within the period prescribed under this regulation	There was no violation	Withdr awn	There was no non compli ance on the part of the compan y.	There was no non compli ance on the part of the compa ny.	None
2.	SEBI (Issue of Capital and Disclosu re Require ments) Regulati	295(1)	The company has not impleme nted the bonus issue within two months (i.e. by	BSE	Fine was imposed	There was delay of 2 days in imple ment ation of bonu	Rs. 40,000 /- plus GST	There was delay of 2 days in compli ance of Reg 295(1) of SEBI (ICDR)	The non- compli ance was due to delay in receipt of trading	None



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	ons, 2018		23/04/2024) from the date of the meeting of board of directors (24/02/2024)			s issue		Regulations, 2018	approval.	
3.	SEBI (LODR) Regulation, 2015	SOP fines	Late submissions under Reg 6(1), 13(3), 17(1), 18(1), 19(1) & (2), 20(1), 31,33,34 in previous years starting from December 2015 to March 2022	BSE	SOP fine was imposed	Late submission of documents under various regulations of LODR for the previous periods	Rs. 3,76,400/- plus GST	The non-compliances pertain to previous periods before the takeover of the company by the present management.	Management has no role in the non-compliances pertaining to the period before the takeover of the company. However, the SOP fine imposed by the exchange was paid by them.	None

4. The listed entity has taken the following actions to comply with the observations made in previous reports: NA

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response	Remarks
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	including specific clause)							Secretary		
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **L. Gupta & Associates**
Practicing Company Secretaries

Loveleen Gupta
Proprietor
M. No. 5287



Date: 30.05.2024
Place: New Delhi

UDIN: F005287F000498120
PR Certificate No. 2493/2022