

December 23, 2021

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai -400051

NSE Symbol: INTEGRA

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 535958

Sub: Notice of Postal Ballot

Dear Sir/Madam,

The Board of Directors at their meeting held on December 22, 2021 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of members of the Company on Resolutions as set out in the said Notice.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated December 22, 2021 along with Postal Ballot Form of the Company.

The Notice of Postal Ballot along with explanatory statement, instructions for e-voting are also available on the Company's website www.integragarments.com.

You are requested to take the information on record.

Thanking you,

Yours Faithfully,

for Integra Garments and Textiles Limited

Prince Chugh
Company Secretary

Integra

GARMENTS AND TEXTILES LIMITED

CIN:L18109MH2007PLC172888

Regd Office: 2A, Tilak Nagar, Meghranjani Apartment, Nagpur, Maharashtra-440010
+91-8076200456 | csigl2021@gmail.com | www.integralgarments.com

NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of **Integra Garments and Textiles Limited (“the Company”)**, by means of Ordinary/Special Resolutions through the process of Postal Ballot/ by electronic means (“e-voting”).

Approval of Members of the Company is sought:

- 1. To alter object clause of Memorandum of Association of the Company;**
- 2. To change the name of the company and consequent alteration in name clause of the Memorandum and Article of Association of the Company;**
- 3. To subdivide the nominal value of Equity Shares from existing Rs. 3/- to Re. 1/- per share;**
- 4. To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the Company;**
- 5. To adopt new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013;**
- 6. To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013;**
- 7. To authorize fund raising through issuance of equity shares or other convertible securities.**

The Company seeks consent of members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval. The appended Resolutions shall be deemed to have been passed, if approved by requisite majority.

The Board has, in their duly convened Board Meeting, in compliance with Rule 22(5) of the aforesaid Rules, appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, (“Scrutinizer”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company has availed e-voting services from Central Depository Services (India) Limited (CDSL).

In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its shareholders the facility to exercise their vote by post or through electronically means for transacting the items of business(es) through Postal Ballot.

However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till June 30, 2022 vide its aforesaid circular No. 20/2021. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with

the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, *mutatis mutandis* to this respect of passing of certain items only through postal ballot without convening a general meeting.

In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

Upon Completion of the Scrutiny of the Postal Ballot, the Scrutinizer will submit his report to the Managing Director of the Company. The result of the Postal Ballot would be announced by the Managing Director of the Company or by any person as may be authorized by them at 5:00 PM on Monday, January 24, 2022, at Registered Office and the same will be displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.integragarments.com.

SPECIAL BUSINESS

Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:

The members are requested to consider and if thought fit, pass the following resolution as Special Resolutions:

1. TO ALTER OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY;

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is

hereby accorded to amend the existing main objects i.e Clause III(A) of Memorandum of Association of the Company (“MOA”) in the following manner:

A) Substitution of existing sub clauses (1) to (4) by the following new sub clauses in Clause III(A) of the MOA:

1. To carry on the business of manufacturers, processor, producer, traders, dealers, distributor, stockiest, agents, exporters and importers of clothing and wearing apparel, garments and dresses of every kind, nature and description, sportswear, home textiles products, and their raw-materials including cotton, kapas, cotton waste, staple waste, silk, polyester or man-made fibers, fibrous material, filaments, yarns and fabrics of all kind, and to enter into forward transactions, contracts or otherwise deal in all or any of these items, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise processing any other fabrics or finished articles thereof, and of manufacturing the chemicals, dyestuffs, equipment's, washing, bleaching and dyeing materials, raw materials, packaging materials and all other requisites needs or all or any of the above purposes and byproducts thereof.
2. To carry on business of sale, purchase, import, export, distribute, produce, process or otherwise deal in all kind of life necessities, essentials goods, items of basic human needs, food items, agriculture products, fruits, vegetable, seeds, other herbal, natural and forest products, organic and inorganic products, including cultivation, harvesting, raising, processing thereof, and to set up units, cold-storage, plants, warehouses etc. and to undertake the activities for preservation, transportation, packing, stocking, branding and distribution thereof and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, collaborator, stockiest, importer, exporter, merchandiser of all kind of FMCG products, processed and semi processed food products, beverages, instant foods, exotic foods, super foods, vegetable and non-vegetable packed foods, ready to eat food items, frozen, confectionaries foods, tinned foods, fats and proteins, health products, baby foods, diet food, food product additives, food supplements, food ingredients, fruit pulps, sausages, jams, dry fruits including cashews, raisins, almonds, pistachios, nuts etc., mixed dry fruits, fruit products, bakery products, cereals, pulses, paddy,

rice, wheat, grains, dairy products, all kinds soya products, edible oils, essential oils, spices, mineral mixtures, mineral waters, spirits and liquor, whether for human consumption or for industrial use or as fuel or otherwise, citric acid, vinegar, acetic acid and liquor sugar, glucose, malts, hops, grain, aerated water, ethanol, carbonic acid, gas, dry ice and all raw material and intermediaries of the highest grade, style and/or other household and groceries items and consumable products of every description for human consumption, and all agri-inputs, fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals needed in human life.

3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, or supplying, trading, processing, manufacturing, dealing in any manner whatsoever in all type of building materials, housing, construction, infrastructure related items, raw materials of all kinds, cements, steel bars and other items, chemicals, adhesives, colors, decorative materials, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance and items made from combination thereof, home décor items, office accessories, dining and bar accessories, hard ware, bath room accessories, articles made of wax, SS Tanks, pipes, metal sheet, sheets, ceramic, wood, leather, glass acrylic, plastic and other metal/ alloy sheets and other products required and/or used in the house hold/ official goods, architectural, construction, automobiles, railway transport and other allied sectors on retail as well as on wholesale basis in India or elsewhere, either alone or in conjunction with others.
4. To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents brokers, importers, buyers, sellers, exporters and to buy sell, or otherwise trade and deal in goods, produce, articles, products and merchandise of all types, on a wholesale cash and carry basis including minerals and metals, stainless and special steels, alloys and ferrous, nonferrous metals, auto parts, tools and implements dies, jigs, steel pipes and tubes pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, chemicals and petrochemicals, capital goods, household articles, general merchandise, electronic items, electrical appliances, apparels,

accessories, stationery items, over the counter drugs, home and office furnishing, beauty and lifestyle products, and other ancillary items.

B) Inserting the following new object as sub clause 5 in the Clause III(A) of the MOA:

5. To enter into business arrangement, joint venture, strategic alliances and other partnerships, in India and abroad with other persons, bodies corporates, other arrangements and to subscribe, invest, acquire, purchase, hold, dispose, sell shares share-stock, units, negotiable instruments, forex, currency contracts, derivatives, options, debentures stock, bonds mortgage, obligations, securities of any kind, movable and immovable assets of whatsoever nature whether in India or elsewhere as may be conducive to the businesses, long-term objectives of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

2. TO CHANGE THE NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN NAME CLAUSE OF THE MEMORANDUM AND ARTICLE OF ASSOCIATION OF THE COMPANY;

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 (“Act”) and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory

Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from “**Integra Garments and Textiles Limited**” to “**Integra Essentia Limited**”.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents, papers and places, as applicable shall stand altered as below:

- I. The Name of the Company is “**Integra Essentia Limited.**”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Director and / or Company Secretary of the Company be and are hereby severally authorized to file all the necessary Forms and / or Returns and make the application to the Central Registration Centre, Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

3. **TO SUBDIVIDE THE NOMINAL VALUE OF EQUITY SHARES FROM EXISTING RS. 3/- TO RE. 1/- PER SHARE ;**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the regulatory or statutory authorities, approval of the members of the Company be and is hereby granted for the sub-division of each of the fully paid-up Equity Shares of the Company having a nominal value of Rs. 3 each into 3 (Three) Equity Shares having nominal value of Re. 1 each fully paid up(“Sub-division”).

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs.3 (Rupees three only) each fully paid up of the Company existing on the record date to be fixed by the Company, shall stand sub-divided into equity shares of face value of Re. 1 (Rupees one only) each fully paid

up, without altering the aggregate amount of such capital and shall rank “*pari passu*” in all respects with the existing fully paid equity share of Re.1 (Rupee one only) each of the company and shall be entitled to participate in full dividend to be declared after sub-divided Equity shares are allotted.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.3 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

4. **TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 12,05,00,000/-

(Rupees Twelve Crores and Five Lakh only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs.3/- (Rupees Three) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each to Rs. 41,00,00,000/- (Rupees Forty One Crore only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty One Crore only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee one) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee one) each”.

RESOLVED FURTHER THAT any director or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

5. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including the Companies (Incorporation) Rules, 2014, as amended) (collectively referred to as the “Companies Act”), and other applicable laws, if any, the set of existing memorandum of association of the Company, as placed before the members of the Company be and is hereby substituted with the amended set of memorandum of association in conformity with the Companies Act, 2013, placed before the members of the Company and the same be approved and be adopted as memorandum of association of the Company, in total exclusion and substitution of the existing memorandum of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds,

matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

6. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including the Companies (Incorporation) Rules, 2014, as amended) (collectively referred to as the “Companies Act”), and other applicable laws, if any, the set of existing articles of association of the Company, as placed before the members of the Company be and is hereby substituted with the amended set of articles of association in conformity with the Companies Act, 2013, placed before the members of the Company and the same be approved and be adopted as articles of association of the Company, in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

7. TO AUTHORIZE FUND RAISING THROUGH ISSUANCE OF EQUITY SHARES OR OTHER CONVERTIBLE SECURITIES

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable

provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the 'Act'), , the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI'), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'ICDR Regulations'), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Re. 1 (Rupee One) each (the 'Equity Shares') or through an issuance of Global Depository Receipts ('GDRs'), Foreign Currency Convertible Bonds ('FCCBs'), fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants

with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the 'Securities') or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) up to Rs. 100 Crores (including the issue of securities on right basis aggregating up to Rs. 50 Crore in one or more tranches)

RESOLVED FURTHER THAT:

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided

under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and

the time period as aforesaid shall be suitably adjusted; and

- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank *pari-passu* inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall

be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company;

- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions.”

by order of the board of
Integra Garments and Textiles Limited

Prince Chugh
Company Secretary

Date: December 22, 2021
Place: New Delhi

NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till June 30, 2022 vide its aforesaid circular no. 20/2021 dated December 8, 2021.

Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on December 17, 2021 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.
4. The Board of Directors (“The Board”) has appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
5. Member(s) whose names appear on the Register of Members/ List of Beneficial Owner(s) as on the cut-off date will be considered for the purpose of e-voting.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed through postal ballot and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which will be provided by Central Depository Services (India) Ltd. (CDSL).
7. The voting period begins on Friday, December 24, 2021 (9.00 AM.) and ends on Saturday, January 22, 2022 (5.00 PM). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
8. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact to Mr. Prince Chugh, Company Secretary, Tel: 8076200456 and email Id: csigl2021@gmail.com.
9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
10. After completion of the scrutiny of the Postal Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Managing Director of the Company.
11. The result of Postal Ballot would be announced latest by the Managing Director of the Company on Monday, January 24, 2022 at 5.00 P.M. (within 48 hours from the closure of e-voting/postal ballot voting) on Stock Exchange(s), where shares of the Company are

listed and displayed along with the Scrutinizer's report on the Company's Website i.e. www.integragarments.com and on the website of the CDSL i.e. www.evotingindia.com.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is Saturday, January 22, 2022.
13. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, December 17, 2021.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The voting period begins on and from 9.00 AM (IST) Friday, December 24, 2021 and ends at 5.00 PM (IST), Saturday, January 22, 2022.**
- (ii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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/myeasi/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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 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	<ol style="list-style-type: none"> 5) 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.nsd.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. 6) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>

	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.
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.

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. 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 022-23058738 and 22-23058542-43.
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.

6) 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab. Resolution and option NO implies that you dissent to the Resolution.
- (vi) 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. (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. (xi) 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.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote. (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) 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 (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. (xiv) 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.
- (xi) 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. (xv) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. (xvi) 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; csigl2021@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 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.

by order of the board of
Integra Garments and Textiles Limited

Prince Chugh Date: December 22, 2021
Company Secretary Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1:

Considering the changed domestic and global market scenarios, alongside the anticipated change in world-economy order, the management of the company to broad basing its business operations and wider product offerings, is venturing into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc and other essentials goods, infra products among others. All these initiatives are aiming towards increasing the company's revenue stream and profitability as well, resulting into stronger financials and stake-holders earnings.

The proposed alteration in the Main Objects will enable your Company venturing into new products, processes, segments, businesses which under the existing circumstances conveniently and advantageously could be combined with the present activities of the Company and as such it was considered necessary to alter the Main objects of the Company.

The Board of Directors thinks that it is in the best interest of the Company and its Shareholders that the activities of the Company be diversified, therefore, to facilitate enlarging the Company's scope of operations, the Board of Directors of your Company in their meeting held on December 22, 2021, approved and recommended amendment to the object clause of the MOA by altering existing clause I, II, III and IV and inserting a new clause V in Clause III (A) (Main Objects) of the Memorandum of Association of the Company, as detailed in the resolution stated at item No. 1 of this notice.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 1 of this notice for the approval of the members by means of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.

1 of the Notice, except to the extent of their shareholding, if any.

Item No. 2:

The Members may note that the Board of Directors of the Company at its meeting held on December 22, 2021, had approved the proposal for change of name of the Company from "Integra Garments and Textiles Limited" to "Integra Essentia Limited", subject to the approval of Central Government, the Members of the Company and other Regulatory authorities.

Since, the Company is engaged in the business of manufacturing, trading and dealing in garments and textile and proposed to venturing into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc and other essentials goods, infra products among others and as such shall be a one stop shop for all life essentials goods be it 'Roti', 'Kapda' or 'Makan' and accordingly, the Board of your Company proposes to change of name of the Company from "Integra Garments and Textiles Limited" to "Integra Essentia Limited", to signify its core business activities more appropriately.

The Registrar of Companies/CRC has approved the availability of the proposed name 'Integra Essentia Limited'.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association. The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

The Board recommends the Special Resolution as set out at Item No. 2 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at in this Notice.

Item No. 3:

With a view to enhance liquidity in the market and to facilitate larger shareholder base by making the shares of the Company more affordable to investors, especially retail investors, the Board of Directors at its Meeting held on December 22, 2021 considered and approved the subdivision of 1 Equity Share of face value Rs.3 each fully paid up into 3 Equity Shares of Re. 1 each fully paid up subject to approval of the members and other statutory and regulatory approval as applicable.

The aforesaid Sub-division of 1 equity shares of Rs.3 each fully paid up into 3 Equity Shares of Re. 1 each fully paid up requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolutions as set out at Item No. 3 for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions.

Item No. 4:

The Current Authorized Capital of the Company is 1,20,500,000/- (Rupees Twelve Crores and Five Lakh only) consisting of 4,00,00,000/- (Four Crores) Equity Shares of Rs.3/- (Rupees Three) each and 5,00,000 (Five Lakh) preference shares of Re.1/- (Rupee One) each. The Company proposes to increase its authorized share capital to Rs. 41,00,00,000/- (Rupees Forty-One Crore only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each to facilitate fund raising in future via issuance of equity shares and other convertible securities.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect.

Therefore Board of Directors of your Company recommend the Resolution set out in item No.4 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Item No. 5 & 6:

The memorandum and Article of Association of the Company as presently in force are based on the erstwhile companies Act, 1956 and several regulations in the existing Memorandum and Article of Association are no longer in conformity with the Companies Act, 2013. Therefore, it is considered expedient to wholly replace the existing Memorandum and Article of Association by a new set of Memorandum and Article of Association of the Company.

The new set of Memorandum and Article of Association to be substituted in place of the existing Memorandum and Article of Association of the Company. Copy of the draft Memorandum and Article of Association of the Company would be available for inspection by the members at the Registered Office of the Company.

Hence, the proposed resolutions at Item Nos. 5 & 6 are being recommended by the Board of Directors for approval of the members of the Company by way of Special Resolution.

Item No. 7:

Since, the Company is engaged in the business of manufacturing, trading and dealing in garments and textile and with the change of management, to broad basing of its business operations and wider product offerings, is proposed to be venturing into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc and other essentials goods, infra products among others.

All these initiatives are aiming towards increasing the company's revenue stream and profitability as well, resulting into stronger financials and stakeholders' earnings. And for these business expansion program, your Company require additional funds.

The Board of Directors of your Company considering the growth and expansion plan of the company, investment in future operations and for general corporate purpose and to enhance financial resources, including the long-term working capital, explored various options to manage resources more efficiently decided to raise additional funds aggregating up to Rs. 100 Crores by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDR (including the issue of securities

on right basis aggregating up to Rs. 50 Crore in one or more tranches).

This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost and accordingly the Board at its meeting held on December 22, 2021, had approved the proposal of raising of additional fund aggregating up to Rs. 100 crores (Rupees Hundred Crores) or its equivalent, which may be consummated in one or more tranches as may be decided by the Board of Directors or Committee of the Company from time to time, by any of the following method provided:

- Qualified Institutions Placement, Private Placement in international markets through Depository Receipts, GDRs etc;
- Foreign Currency Convertible Bonds;
- issue of fully convertible debentures/ partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares;
- Preference Shares convertible into Equity Shares;
- Any other financial instruments or securities convertible into Equity Shares, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices

of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot

decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 7 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

by order of the board of
Integra Garments and Textiles Limited

Prince Chugh Date: December 22, 2021
Company Secretary Place: New Delhi

Integra
GARMENTS AND
TEXTILES LIMITED
CIN:L18109MH2007PLC172888

Regd Office: 2A, Tilak Nagar, Meghranjani Apartment, Nagpur, Maharashtra-440010
+91-8076200456 | csigl2021@gmail.com | www.integragarments.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.:

1. Name and the Registered Address of the Sole/First Named Member :
2. Name of the Joint Holder(s), if Any :
3. Registered Folio No. / DP Id No.* /Client Id No.* :
(*applicable to investors holding Shares in dematerialized form)
4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote(s) in respect of the following resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated December 22, 2021 issued by the Company, by conveying my/our assent or dissent to said resolution(s) by placing the tick mark (☐) in the appropriate box below:

Sl.	No Description of Resolution(s)	Type of Resolution	No. of Equity Share held by me/us	I/We dissent to the resolution (For)	I/We dissent to the resolution (Against)
1	To alter object clause of Memorandum of Association of the Company	Special			
2	To change the name of the company and consequent alteration in name clause of the Memorandum and Article of Association of the Company	Special			
3	To subdivide the nominal value of Equity Shares from existing Rs. 3/- to Re. 1/- per share	Special			
4	To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the Company	Ordinary			
5	To adopt new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013	Special			

6	To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013	Special			
7	To authorize fund raising through issuance of equity shares or other convertible securities	Special			

Place:

Date:

Signature of the Equity Shareholder

*Member holding equity shares in physical form are requested to provide his **email Id** here: _____
Members holding shares in electronic form who have not registered their email Id with Depository Participants ('DP') may update their email Ids with respective DP.*

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
211223001	USE YOUR PAN

Last date for receipt of Postal Ballot Form by Scrutinizer is **Saturday, January 22, 2022** on or before **05.00 p.m. IST**.

Note: Please read the instructions given overleaf before exercising your vote through this Postal Ballot Form.

INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted in India). Postage will be borne by the Company. Member(s) residing outside India should stamp the envelope appropriately.
3. A member may vote through e-voting as per “The instructions for shareholders voting electronically” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his/ her absence, by the next-named member.
5. Corporate/ Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative (s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on Saturday, January 22, 2022 such member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of
9. member /beneficial owner (in case of electronic shareholding) as on cut off date i.e Friday, December 17, 2021.
10. The vote (s)of a member will be considered invalid inter alia on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company is used;
 - b) If the member’s signature does not tally;
 - c) If the Postal Ballot Forms is unsigned, incomplete or incorrectly filled;
 - d) If the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - e) If the Postal Ballot Form is received torn or defaced or mutilated.
 - f) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
11. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may request for a Postal Ballot Form, the registered office of the Company at Delhi & Company Secretary, Tel: 8076200456, email: csigl2021@gmail.com.

However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on Saturday, January 22, 2022.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelope. Any extraneous paper found in such envelop would be destroyed by the Scrutinizer and the Company would not act on the same.