

November 21, 2025

To,  
The Manager,  
Listing Department,  
National stock Exchange of India Limited,  
Exchange Plaza, C-1 Block 'G',  
Bandra Kurla Complex, Bandra (E),  
Mumbai- 400051

**Ref: Symbol – INTEGRITY**

**Sub: Outcome of Board Meeting held on November 21, 2025.**

Dear Sir / Madam,

In continuation of our letter dated November 18, 2025, Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. Friday, November 21, 2025, inter alia considered and approved the following;

1. The increase in authorised share capital of the Company from existing ₹ 4,50,00,000 (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- (Rupee Ten Only) each to ₹6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each and consequential amendment in the Capital Clause of the Memorandum of Association of the Company, subject to the approval of the Shareholders of the Company.
2. (a) Alteration of Article No. II (1) of Articles of Association of the company pursuant to issue of Convertible Securities  
  
(b) The issuance of up to 11,70,000 (Eleven Lakhs Seventy Thousand Only) Warrants each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- (Rupees Ten Only) each at a price of Rs. 108/-each (including premium of Rs. 98/- each) to the proposed allottee, on a preferential basis ("Preferential Issue") in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended and other applicable laws, subject to the approval of regulatory / statutory authorities and the shareholders of the Company.
3. The Draft Notice of the Extra-Ordinary General Meeting (EOGM) of the Company to be held on Friday, December 19, 2025, at 11:30 A.M. at the registered office of the company at Office No-02, Indiabulls, Mega Mall, Jetalpur Road, Kota, Gujarat Vadodara – 390020



T-02, Third Floor, Indiabulls Mega Mall, Opp. Jetalpur Bridge, Akota,  
Vadodara, Gujarat - 390020.

Phone: 8734092229 | Email: [info@integrityinfrabuild.com](mailto:info@integrityinfrabuild.com)  
GSTIN : 24AAHCI7013H1ZS | CIN: U42101GJ2024PLC152080

4. The appointment of M/s. JNG & CO.LLP, Company Secretaries (Firm Registration Number L2024MH017500) Practising Company Secretaries (COP No. 8108, Membership No. 7569) as a scrutinizer for the purpose of Extra-ordinary General Meeting.

The detailed disclosure as required with regards to Increase in Authorized Share Capital and issuance of Warrants Convertible into Equity Shares, in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended is enclosed herewith as **Annexure A, B and C.**

The Board Meeting commenced at 4:00 P.M. and concluded at 5:00 P.M.

You are requested to kindly update above information on your record.

Thanking You,

**For Integrity Infrabuild Developers Limited**  
**[(Formerly Known as M/S Integrity Infrabuild (Partnership Firm))]**

**Keyurkumar Sheth**  
**Chairman & Managing Director**  
**DIN: 02678042**



**ANNEXURE A**

*The details with respect to the increase in authorized Capital required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended*

**AMENDMENT TO MEMORANDUM OF ASSOCIATION PERTAINING TO INCREASE IN AUTHORISED SHARE CAPITAL:**

Amendment in Memorandum of Association (“MOA”) of Company:

Clause No.	Existing Clause	Proposed Clause
V	The Authorized Share Capital of the Company will be Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only) consisting of 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each.	The Authorized Share Capital of the Company Rs. 6,00,00,000/- (Rupees Six Crore Only) consisting of 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each.



**ANNEXURE B**

*The details with respect to amend Article of Article of Association as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended*

**AMENDMENT TO ARTICLE OF ASSOCIATION PERTAINING TO ISSUE OF CONVERTIBLE SECURITIES**

Amendment in Article of Association (“AOA”) of Company:

Article No.	Existing Clause	Proposed Clause
II (1)	<i>Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</i>	<i>Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law as may be applicable from time to time the Company/Board shall have power to issue/ allot shares and/or other securities including but not limited to warrants, debentures etc., whether on preferential basis or otherwise, from time to time and the shares, securities shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.</i>



**Annexure – C**

***The details with respect to the issuance of Warrants Convertible into Equity Shares required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended***

<b>Issue of Warrants Convertible into Equity Shares on Preferential basis</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a.	Type of securities proposed to be issued	Warrants Convertible into Equity Shares
b.	Type of issuance	Preferential Issue
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Issue of up to 11,70,000 (Eleven Lakhs Seventy Thousand Only) Warrants Convertible into Equity Shares of Face Value Rs.10/- on Preferential Basis to, Promoter and Non-Promoter Category investor at issue price of Rs. 108/- (Rupees One Hundred and Eight Only) each (including premium of Rs. 98/- each), computed as per SEBI (ICDR) regulation, 2015
d.	In case of Convertible Equity Warrants – Intimation on conversion of the Securities or lapse of the tenure of the Instrument	<ul style="list-style-type: none"> <li>➤ Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.</li> <li>➤ 25% of the total consideration will be paid at the time of issuance of the warrants and the remaining 75% of the total consideration shall be paid upon the exercise/conversion of each warrant within a period of 18 months of allotment of warrants.</li> <li>➤ In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrants, the unexercised Warrants shall lapse and the 25% of the consideration paid will be forfeited by the Company.</li> </ul>
e.	Any cancellation or termination of proposal for	Not Applicable



	issuance of securities including reasons thereof	
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In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):

**a) Names of Investor:**

- **Convertible Warrants proposed to be issued:**

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants Convertible to Equity shares proposed to be issued
1	Mr. Sheth Keyurkumar	Promoter	4,85,000
2	Ms. Disha Keyurkumar Sheth	Promoter	3,25,000
3	ESCORP Asset Management Limited	Non-Promoter	1,00,000
4	Venkateshwara Industrial Promotion Co	Non-Promoter	90,000
5	Shrey Global Consultants LLP	Non-Promoter	1,70,000
<b>TOTAL</b>			<b>11,70,000</b>

**Post allotment of securities - outcome of the subscription:**

Sr. No	Category of Shareholder	Pre-Preferential Issue		Post-Preferential Issue	
		No. of Shares	Percentage	No. of Shares	Percentage
1.	Promoters & Promoters' Group	30,99,938	72.09%	39,09,938	71.48%
2.	Public	12,00,062	27.91%	15,60,062	28.52%
	<b>TOTAL</b>	<b>43,00,000</b>	<b>100.00%</b>	<b>54,70,000</b>	<b>100.00%</b>

\*The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares which they intent to do so and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity





Shares or warrants, the shareholding pattern in the above table would undergo corresponding changes and shall be intimated at the time of allotment.

- b) Issue Price:** Rs. 108/- (Rupees One Hundred and Eight Only) per Warrant Convertible into Equity Shares, determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- c) Number of Investor: 05**

