

November 25, 2025

To,
The Chief General Manager
Listing Operation,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Mumbai – 400051

Ref: Symbol – INTEGRITY

Sub: Notice of 1st Extraordinary General Meeting (EOGM) to be held on Friday, December 19, 2025.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Notice of 1st Extraordinary General Meeting of the Shareholders of the Company scheduled to be held on Friday, December 19, 2025 at 11:30 A.M (IST) to be held at the registered office of the company at Office No-02, Indiabulls, Mega Mall, Jetalpur Road, Kota, Gujarat Vadodara – 390020.

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



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

Phone: 8734092229 | Email: info@integrityinfrabuild.com
GSTIN : 24AAHCI7013H1ZS | CIN: U42101GJ2024PLC152080



INTEGRITY INFRABUILD DEVELOPERS LIMITED
[Formerly Known as M/S Integrity Infrabuild (Partnership Firm)]
CIN: U42101GJ2024PLC152080

Registered Office: Office No-02, Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat - 390020

Tel No.: 34092229 Website: www.integrityinfrabuild.com Email ID: info@integrityinfrabuild.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the -Integrity Infrabuild Developers Limited [Formerly Known as M/S Integrity Infrabuild (Partnership Firm)] will be held on Friday, December 19, 2025 at 11:30 A.M. at the registered office of the company situated at office No-02 Indiabulls Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat – 390020, to transact the following business:

SPECIAL BUSINESS:

1) TO INCREASE IN AUTHORISED CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorised share capital of the Company from existing Rs. 4,50,00,000 (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only), each by creation of additional 15,00,000 (Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to this Resolution without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

2) TO APPROVE ALTERATION OF CLAUSE II (1) OF THE ARTICLES 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authorities and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded to alter the Articles of Associations of the Company by substituting the existing Clause II (1) thereof with the following new Clause II (1) as under:

“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.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

3) TO APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

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(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘LODR Regulations’), and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any of its committees duly

constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 11,70,000 (Eleven Lakhs Seventy Thousand Only) warrants convertible into equity shares, at an Issue price of Rs. 108/- (Rupees One Hundred and Eight Only) each payable in cash ('Warrants Issue Price'), aggregating to Rs. 12,63,60,000 (Rupees Twelve Crore Sixty-Three Lakh Sixty Thousand Only), convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 98/- (Rupees Ninety-Eight Only) per share in one or more tranches on preferential basis ("Preferential Issue") to the Promoters and Non-Promoters as mentioned below (hereinafter referred to as the "Proposed Allottees") as stated herein below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR regulations, or other applicable laws in this regard;

Sr. No	Name of Proposed Allottee	Category	No. of Warrants Convertible to Equity 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 Ltd	Non-Promoter	90,000
5	Shrey Global Consultants LLP	Non-Promoter	1,70,000
TOTAL			11,70,000

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Convertible warrants is **Wednesday, November 19, 2025**, being the date 30 days prior to the date on which the meeting of shareholders is being held i.e. **December 19, 2025**, to consider the proposed preferential issue;

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act;

"RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of warrants convertible into equity shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted in one or more tranches, 1 (one) fully paid-up equity share against each Warrant.

The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

2. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of

75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

3. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

4. Warrants and resultant equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and equity shares shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.

5. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

6. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

7. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

8. The proposed warrants shall be issued and allotted by the Company to Proposed Allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees is recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting it to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares upon conversion of warrants and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the

Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the equity shares to be allotted on conversion of the aforesaid warrants, be listed on the stock exchange where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of warrants and equity shares on conversion of warrants and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such warrants or equity shares to the holders dematerialized securities account;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

By the Order of the Board
INTEGRITY INFRABUILD DEVELOPERS LIMITED

Sd/-
Keyurkumar Sheth
Managing Director
(DIN: 02678042)

Place: Vadodara
Date: November 21, 2025

Registered Office:
Integrity Infrabuild Developers Limited
CIN: U42101GJ2024PLC152080
Address: Office No - 02 Indiabulls Mega Mall,
Jetalpur Road, Akota, Vadodara,
Gujarat, India, 390020

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
5. Notice of Extra Ordinary General Meeting are open for inspection by the Members, without any fees, at the Registered Office of the Company at Office No-02 Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat – 390020 between 11.00 a.m. and 01.00 p.m. on all working days except Saturday and Sunday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, MUFG Intime India Private Limited the Registrar and Share Transfer Agents of the Company situated at Geetakunj” 1 Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara 390 0150, India for:

- (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) any other queries with respect to shares held by them.
6. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

7. Details of Directors retiring by rotation at the ensuing Meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, forms integral part of the notice.
8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with MUFG Intime India Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
9. The Board of Director vide resolution dated November 21, 2025 has appointed M/s. JNG & Co. LLP, Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
10. Voting through electronic means:
 - I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies [Management and Administration] Rules, 2014 [as amended] and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ["NSDL"] for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL
 - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the EGM. Members attending the meeting who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
11. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
12. The remote e-voting shall commence on Monday, December 15, 2025 at 09:00 a.m. (IST) and shall end on Thursday, December 18, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date i.e. December 12, 2025 may cast their vote electronically.
13. The Notice of the Extra Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode.

Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to MUFG Intime India Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned

documents are also available for download on the Company's website i.e. www.integrityinfrabuild.com and on the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com



14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. Only bonafide members of the Company whose names appear on the Register of Members/Register of Beneficial Owners/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
16. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Monday, December 15, 2025, at 09:00 A.M. and ends on Thursday, December 18, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, December 12, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, December 12, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click

	<p>on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="text-align: center; color: #0070C0;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigar.gandhi@jgandco.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@integrityinfrabuild.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@integrityinfrabuild.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By the Order of the Board
INTEGRITY INFRABUILD DEVELOPERS LIMITED

Sd/-
Keyurkumar Sheth
Managing Director
(DIN: 02678042)

Place: Vadodara
Date: November 21, 2025

Registered Office:
Integrity Infrabuild Developers Limited
CIN: U42101GJ2024PLC152080
Address: Office No - 02 Indiabulls Mega Mall,
Jetalpur Road, Akota, Vadodara,
Gujarat, India, 390020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT') THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 1, 2 AND 3 MENTIONED IN THE ACCOMPANYING NOTICE

ITEM NO: 1

The Board of Directors in its board Meeting held on November 21, 2025 had approved (subject to the approval of members) the amendment in the Clause V of the Memorandum of Association of the Company with respect to the following:

The present Authorized Share Capital of the Company is **₹ 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.**

Considering the requirement and future business prospects, the Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company which is presently at **₹ 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.**

In view of the above, it is necessary to amend Clause V of the Memorandum of Association of the company as the Authorized Share Capital of the company is proposed to increase from ₹4,50,00,000 (Rupees Four Crores Fifty Lakhs Only) to ₹6,00,00,000/- (Rupees Six Crores Only).

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, increase in the authorised share capital and alteration of the capital clause of the Memorandum of Association, requires approval of the members by way of passing of ordinary resolution to that effect.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Resolutions as item No. 1

ITEM NO: 2

The Board of Directors in its Board Meeting held on November 21, 2025 had approved (subject to the approval of members) the amendment in the Article of Association of the Company with respect to the following:

Clause II (1) Share Capital & Variation of Rights - by way of insertion of following clause;

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.

The Board felt that there was need to amend the Clause II (1) of the AOA and insert the words to widen the scope of preferential issue by including all kind of securities.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the Registered Office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. Thursday, December 18, 2025 and is also available on the website of the Company at <https://integrityinfrabuild.com/investors>.

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

None of the Directors and Key Managerial Personnel of the Company or their respective except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under the said Resolutions as item No. 2

ITEM NO: 3

The Board of Directors in its Board Meeting held on November 21, 2025 had approved (subject to the approval of members) raising of funds aggregating upto Rs. 12,63,60,000 (Rupees Twelve Crore Sixty-Three Lakh Sixty Thousand Only) by way of issuance upto 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 Rs. 10/- each ("Warrants") at an issue price of Rs. 108/- (Rupees One Hundred and Eight Only) each payable in cash ("Warrants Issue Price"), 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, to the persons belonging to "Promoter" and "Non-Promoter i.e., Public Category" as per the details disclosed in the respective resolution.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 12,63,60,000 (Rupees Twelve Crore Sixty-Three Lakh Sixty Thousand Only) by way of issuance upto 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 Rs. 10/- (Rupees Ten Only) each at a price of Rs. 108/- (Rupees One Hundred and Eight Only) each payable in cash, on a preferential basis to the Proposed Allottees in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with the provisions of the Companies Act, 2013 ("the Act") and Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1) The object / purpose of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- 1) Working capital Requirement : On the basis of existing working capital requirement of the Company, the historical holding levels and the assumptions for our estimated working capital requirements, especially considering the execution of order book and orders in the pipelines, your Company proposes to utilize ₹ 7.00 crores of the proceeds of the Preferential Issue within a maximum period of 24 months from receipt of funds from the issue and allotment of Warrants, towards our estimated working capital requirements considering increase in order value. The balance portion of our working capital requirement, if any, shall be met from internal accruals and short-term borrowings.
- 2) Purchase of Machinery: The Company is proposing to raise funds for the purchase of machinery for its existing business of road making. The Company intends to utilize up to ₹ 2.54 crore towards acquisition and installation of Paver, roller and other related equipment required for road making activity. The proposed investment is expected to enhance the Company's business and improve operational efficiency.
- 3) General Corporate Purpose: Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(collectively referred to below as the “Objects”)

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirement	7,00,00,000	Within 12 months from receipt of funds for the Warrants (as set out herein)
2	Purchase of Machinery	2,53,53,000	
3	General Corporate Purposes	3,10,07,000	
Total		12,63,60,000	

**Considering 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business

performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2) Monitoring of utilisation of funds

Since the proceeds from the Issue do not exceed ₹ 100 crores, in terms of Regulation 162A of the SEBI ICDR regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

3) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on November 21, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 11,70,000 (Eleven Lakhs Seventy Thousand Only) Warrants to the Proposed Allottees, each at a price of Rs. 108/- per Warrant (including a premium of Rs. 98/- per Warrant), aggregating up to Rs. 12,63,60,000 (Rupees Twelve Crore Sixty-Three Lakh Sixty Thousand Only), for a cash consideration, by way of a preferential issue on a private placement basis.

4) The total number of Warrants Convertible into Equity Share or other securities to be issued:

The Company intends to offer, issue and allot up to 11,70,000 (Eleven Lakhs Seventy Thousand Only) Warrants convertible into Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

5) The price or price band at/within which the allotment is proposed:

The minimum floor price of the issue is Rs.100.81/- (Rupees One Hundred and Eighty-One Paise Only) per Equity Share as determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law. Further, the Company proposes to offer issue and allot Subscription Shares at an Issue price of Rs. 108/- (Rupees One Hundred and Eight Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 98/- (Rupees Ninety-Eight Only) as premium per Equity Share which is higher than the minimum floor price to the Proposed Allottee as mentioned below.

6) Name and address of Valuer who performed valuation:

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Mr. Ajaykumar Sukhadiya (Registered Valuer) having registered office at Office no. 01, 2nd Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai- 400062 and the same report is available on the website of Company at link <https://integrityinfrabuild.com/investors>.

The Relevant Date for purpose of Valuation shall be considered as Wednesday, November 19, 2025.

7) Amount which the Company intends to raise by way of issue of Warrants convertible into Equity Shares:

The proposed Preferential Issue of Warrants convertible into Equity Shares shall be an aggregate amount of minimum Rs. 12,63,60,000 (Rupees Twelve Crore Sixty-Three Lakh Sixty Thousand Only).

8) Basis on which the price has been arrived at along with report of the registered valuer:

In terms of the ICDR Regulations, the floor price at which the Warrants can be issued is Rs.100.81/- (Rupees One Hundred and Eighty-One Paise Only) per warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date; or
- 10 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

As per the Valuation Report and Pricing Certificate, the minimum price, in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which warrants to be issued is Rs.100.81/- (Rupees One Hundred and Eighty-One Paise Only) per Equity Share. The Issue price of Rs. 108/- (Rupees One Hundred Eight Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 98/- (Rupees Ninety-Eight Only) per warrant which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

9) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the said issue price for the Subscription Shares is Wednesday, November 19, 2025. The resolution proposed under this notice shall be passed on Friday, December 19, 2025 i.e. DAY of EOGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the relevant date. The resolution pursuant to this notice shall be pass Friday, December 19, 2025 i.e. the date 30 (thirty) days prior to Friday, December 19, 2025 is Wednesday, November 19, 2025.

10) The class or classes of persons to whom the allotment is proposed to be made:

Name of the proposed Allottee	Category
Mr. Sheth Keyurkumar	Promoter
Ms. Disha Keyurkumar Sheth	Promoter
ESCORP Asset Management Limited	Non-Promoter

Venkateshwara Industrial Promotion Co Ltd	Non-Promoter
Shrey Global Consultants LLP	Non-Promoter

11) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

Name of the Promoter/Promoter Group/Director/ KMP	Designation	Intention
Mr. Sheth Keyurkumar	Promoter & Managing Director	Intends to apply for 4,85,000 warrants through preferential issue
Ms. Disha Keyurkumar Sheth	Promoter & Whole Time Director	Intends to apply for 3,25,000 warrants through preferential issue

12) The proposed time within which the allotment shall be completed:

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

13) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Details of the proposed allottee*

Name of the proposed Allottee	Category	Number of Warrants	Existing Pre-issue Shareholding		New Allotment of Equity Shares		Post -issue Shareholding	
			Pre-issue Holding	% of Total Equity Capital	No of shares	% of share	Post-issue Holding	% of Total Equity Capital
Mr. Sheth Keyurkumar	Promoter	4,85,000	20,26,780	47.13	4,85,000	8.87	25,11,780	45.92
Ms. Disha Keyurkumar Sheth	Promoter	3,25,000	2,79,806	6.51	3,25,000	5.94	6,04,806	11.06
ESCORP Asset Management Limited	Non-Promoter	1,00,000	64800	1.57	1,00,000	1.83	1,64,800	3.01
Venkateshwara Industrial Promotion Co Ltd	Non-Promoter	90,000	0	0	90,000	1.65	90,000	1.65
Shrey Global Consultants LLP	Non-Promoter	1,70,000	0	0	1,70,000	3.11	1,70,000	3.11
Total		11,70,000	23,71,386	55.15	11,70,000	21.40	35,41,386	64.75

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

14) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

15) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

16) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable

17) Pre and Post Issue Shareholding pattern of the Company*:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding				
1	Indian				
	a) Individuals/HUF	30,99,938	72.09	39,09,938	71.48
	b) Others (Body Corporate)				
2	Foreign				
	Sub-Total (A)	30,99,938	72.09	39,09,938	71.48
B	Non-Promoters / Public holding				
1	Institutional Investors	0	0	0	0
2	Non-Institution				
	a) Individuals	7,60,862	17.69	7,60,862	13.91
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3,84,062	8.93	3,84,062	7.02
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3,76,800	8.76	3,76,800	6.89
	b) Foreign Companies	0	0	0	0
	c) Body Corporate (others)	3,46,800	8.07	7,06,800	12.92
	d) Clearing Member	0	0	0	0
	e) NRI	0	0	0	0
	f) Any Other	92,400	2.15	92,400	1.69
	Sub-Total (B)	12,00,062	27.91	15,60,062	28.52
	Total (A)+(B)	43,00,000	100.00	54,70,000	100.00

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

18) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Sr. No.	Name	Ultimate Beneficial owners
1.	ESCORP Asset Management Limited	1. Shripal Shah
2.	Venkateshwara Industrial Promotion Co Ltd.	1. Pinky Gupta 2. Pintu Dey
3.	Shrey Global Consultants LLP	1. Pomila Gupta 2. Sunil Gupta

19) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects other than that mentioned.

20) Principal terms of assets charged as securities:

Not applicable

21) Undertakings:

As the warrants convertible into equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

22) Practicing Company Secretary Certificate:

A Copy of the certificate from M/s. JNG & Co. LLP, Practicing Company Secretaries certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and shall also hosted on website of the Company which can be accessed at the link: <https://integrityinfrabuild.com/investors>.

23) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter and Non-Promoter/Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

24) Other disclosures

- The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.

- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

25) Status of the allottee

SR. NO	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	Mr. Sheth Keyurkumar	Promoter	Promoter
2	Ms. Disha Keyurkumar Sheth	Promoter	Promoter
3	ESCORP Asset Management Limited	Non-Promoter	Non-Promoter
4	Venkateshwara Industrial Promotion Co Ltd	-	Non-Promoter
5	Shrey Global Consultants LLP	-	Non-Promoter

The consent of the Members is sought for the issue of Warrants convertible into Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

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

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company in the said Resolutions as item No. 3

By the Order of the Board
INTEGRITY INFRABUILD DEVELOPERS LIMITED

Sd/-
Keyurkumar Sheth
Managing Director
(DIN: 02678042)

Place: Vadodara
Date: November 21, 2025

Registered Office:
Integrity Infrabuild Developers Limited
CIN: U42101GJ2024PLC152080
Address: Office No - 02 Indiabulls Mega Mall,
Jetalpur Road, Akota, Vadodara,
Gujarat, India, 390020

**Form No. MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: **U42101GJ2024PLC152080**
Name of the Company: **Integrity Infrabuild Developers Limited**
Registered Office: **Office No-02 Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat - 390020**

I/We, _____, being a Shareholder of **Integrity Infrabuild Developers Limited** hereby appoint

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____

As my proxy to attend and vote (on a poll) for me and on my behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, December 19, 2025 at Company' Office No-02 Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat - 390020, At 11.30 AM. and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
	Special Business		
1.	To Increase in Authorised Capital and Consequent alteration to the capital clause of the Memorandum of Association		
2.	To approve Alteration of Clause II (1) of the Articles of Association of the Company.		
3.	To approve the Issue of Warrants Convertible into Equity Shares on Preferential Basis		

Signed this ____ day of ____ 2025

Signature of shareholders _____

Signature of proxy holder(s) _____

Affix
revenue
stamp

Note:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.

- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- 7) This is optional please put a tick mark () in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- 8) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- 9) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- 10) The Proxy-holder should prove his identity at the time of attending the meeting.
- 11) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- 12) A proxy form which does not state the name of the Proxy should not be considered valid.
- 13) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- 14) If a Company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- 15) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- 16) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- 17) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- 18) Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
- 19) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

ATTENDANCE SLIP

1st Extra Ordinary General Meeting

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extra Ordinary General Meeting on Friday, December 19, 2025, at the Office No-02 Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat – 390020, At 11.30 AM

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio	
Name of the Shareholder	
Number of Shares	

Signature

E-mail Address _____

Note: please fill up the attendance slip and hand it over at the entrance of the meeting hall.

Route map

(Pursuant to provisions of SS-2 - 1.2.4 of Secretarial Standard issued by ICSI)

Route map for the venue of 1st Extra Ordinary General Meeting to be held on Friday, December 19, 2025 at Office No-02 Indiabulls, Mega Mall, Jetalpur Road, Akota, Vadodara, Gujarat – 390020 at 11:30 AM

