

Integrated Personnel Services Limited

(Formerly known as Integrated Personnel Services Private Limited)



DATE: 28.10.2024

ISIN: INE02EE01019

SCRIP ID: IPSL

To

NSE LIMITED,

E Block BKC, Bandra Kurla Complex,

Bandra East, Mumbai, Maharashtra 400051

SUB: NOTICE OF EXTRA ORDINARY GENERAL MEETING AS PER THE REGULATION 29 SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Madam,

Please find enclosed herewith the Notice of Extra Ordinary General Meeting to be held on Monday, 25th November, 2024 at 11.00 AM IST at through video conferencing, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars of the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you,

For M/s. INTEGRATED PERSONNEL SERVICES LIMITED

SANDEEP KAUR GOYAL

WHOLE-TIME DIRECTOR

DIN: 01724446

Registered Office : 14, Whispering Palms Shopping Centre, Lokhandwala Complex, Kandivali (East), Mumbai - 400101. (India)
Tel.: 022-42300200 • E-mail : coordinator@ipsgroup.co.in • Website : www.integratedpersonnelservices.com

Branch Offices : Ahmedabad - Bangalore - Chennai - Delhi - Jaipur - Kolkatta - Pune - Hyderabad **CIN: L74190MH2004PLC144160**

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF INTEGRATED PERSONNEL SERVICES LIMITED HAVING ITS REGISTETED OFFICE WILL BE HELD ON MONDAY, 25TH NOVEMBER, 2024 AT 11:00 A.M THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Create, offer, issue and allot Options under Employee Stock Option Plan

To consider and if thought fit to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions under of Companies Act 2013 and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021 (“SEBI ESOP Regulations”) for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred here as “Applicable Laws”) and subject to such other approvals, permissions and sanctions as may be necessary, the provisions of the Memorandum and Articles of Association of the Company subject to such conditions and modifications as may be prescribed or imposed by the above authorities and upon receipt of recommendation of the Nomination and Remuneration Committee (“NRC”), the Audit Committee (as applicable) and the Board in their respective meetings held on October 25, 2024, approval of the Company be and is hereby accorded by a special resolution to the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any committee including the NRC), for the adoption of the ‘INTEGRATED Employee Stock Option Plan 2024’ (“Plan”) which was tabled before this meeting along with supplementary documents thereto;

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board (including NRC which the Board has constituted to be the Compensation Committee as required under the Act and the rules made thereunder) to create, offer, issue and allot stock options not exceeding 2,50,000/- (Two Lacs Fifty Thousand) into equivalent equity shares each to the eligible employees as determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive discretion;

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board (including NRC or any other Committee which the Board has constituted to be the Compensation Committee as required under the Act and the rules made thereunder) for creation,

offer, issue and allotment at any time, 2,50,000/- (Two Lacs Fifty Thousand) equity shares of the face value of Rs 10/- (Rupees Ten Only) each of the Company, upon exercise of the options, at such price, and on such terms and conditions and upon meeting of such vesting criteria as may be fixed or determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive discretion;

RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company; unless otherwise decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Plan including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares etc; of the Company, the number of above mentioned Options shall be appropriately adjusted;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to Nomination and Remuneration Committee, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard."

RESOLVED FURTHER THAT that all members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to sign Stock option Agreement/ issue grant letter/s and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting stock options to the eligible employees as may be determined by the Nomination and Remuneration Committee of the Board of Directors of the Company from time to time"

2. Grant of Stock options 1% or more of the issued share capital of the Company.

To consider and if thought fit to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT as per the provisions of Section 62(1)(b) of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and Foreign Exchange

Integrated Personnel Services Limited

(Formerly known as Integrated Personnel Services Private Limited)



Management Act, 1999 and any other rules, regulations and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021 ("SEBI ESOP Regulations") for the time being in force and as may be modified from time to time and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Audit Committee (as applicable) and the Board of Directors of the Company in their respective meetings held on October 25, 2024, the Company be and hereby accords its approval by a special resolution to grant stock options under the 'INTEGRATED Employee Stock Option Plan 2024' 1% (one percent) or more of the issued share capital of the Company, during the financial year 2024-25, to the following employees:

Name and Designation of Eligible Employee	Number of Options to be granted
Alok Jha, (CEO of Wholly Owned Subsidiary)	1,00,000 (1.2% of the current issued share capital of the Company)

RESOLVED FURTHER THAT that all members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to sign Stock option Agreement/ issue grant letter/s and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting stock options to the aforesaid employees of the Company.

By Order of the Board of Directors
For, INTEGRATED PERSONNEL SERVICES LIMITED

TARANG
GOYAL

Digitally signed by TARANG GOYAL,
DN: cn=tarang goyal,
o=Integrated Personnel Services Limited,
c=IN, email=tarang.goyal@ipsgroup.co.in,
serial=1408102024, postalCode=400101, urn=urn:ietf:params:spki-4:authn:signature,
c=IN, email=tarang.goyal@ipsgroup.co.in,
Date: 2024.10.28 15:11:10 +05'30'

TARANG RAGHUVIR GOYAL
Managing Director
DIN: 01885882

Date: 28.10.2024

Place: Mumbai

Registered Office:

14, WHISPERING PALM SHOPPING CENTER, LOKHANDWALA COMPLEX,KANDIVALI (EAST),
MUMBAI, Maharashtra, India, 400101

Registered Office : 14, Whispering Palms Shopping Centre, Lokhandwala Complex, Kandivali (East), Mumbai - 400101. (India)
Tel.: 022-42300200 • E-mail : coordinator@ipsgroup.co.in • Website : www.integratedpersonnelservices.com

Branch Offices : Ahmedabad - Bangalore - Chennai - Delhi - Jaipur - Kolkatta - Pune - Hyderabad **CIN: L74190MH2004PLC144160**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 10/2022 dated 28th December, 2022 and the latest being General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”) and other applicable circulars issued in this regard, has permitted the holding of the Extra Ordinary General Meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (SEBI), vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (collectively referred to as SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) MCA Circulars and SEBI Circulars, the Extra Ordinary General Meeting (“EOGM”) of the Company is being held through VC / OAVM on Monday, 25th November, 2024 at 11:00 a.m. (IST). The proceedings of the EOGM deemed to be conducted at the Corporate Office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act,

2013 ('the Act'), authorized representative of the Corporate Member(s) may be appointed for the purpose of voting through remote e-Voting, for participation in the EOGM through VC/ OAVM and e-Voting during the EOGM.

3. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively.
4. As per the provisions of Clause 3. A. II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 1 and 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 and 2 of the Notice is annexed hereto.
6. 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.
7. Only bonafide members of the Company whose names appear on the Register of Members 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.
8. Applicable statutory records and all the documents referred to in the accompanying Notice of the EOGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. upto the date of the Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email to cs@ipsgroup.co.in .
9. The Register of Members and share transfer books of the Company shall remain closed from Friday, 15th November, 2024 to Monday, 25th November, 2024. (both days inclusive).

10. Members and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
11. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to M/s. Bigshare Services Private Limited, Company's Registrar & Share Transfer Agent, Tel: 022-62638200 Fax: 022-62638299 Email id.: info@bigshareonline.com in respect of their holding in physical shares, quoting Folio No..
12. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms are available on the Company's website for download.
13. Members, desiring any information relating to the accounts, are requested to write to the company at an early date for the management to keep the information ready.
14. Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios do not have or having incomplete details with regard to Permanent Account Number (PAN) and Bank particulars are required to compulsorily furnish the same to the RTA or the Company for registration in the folio.
15. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN details to their DP, if not already provided.
16. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 01st April, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.

17. Since the EOGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. **COMMUNICATION THROUGH E-MAIL:** The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions. Members may note that the Company would communicate important and relevant information, notices, intimations, circulars, annual reports, financial statements, any event-based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website at <https://www.integratedpersonnelservices.com/>.

To support green initiative, Members who have not registered their e-mail addresses with the Depositories / Company / RTA, so far, are requested to register/update their e-mail addresses with the Company by sending their Email to cs@ipsgroup.co.in by quoting their name and folio no. or DPID/Client ID.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

19. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the EOGM are being sent only by email to the Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
20. Members may note that this Notice will be available on the Company's website <https://www.integratedpersonnelservices.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the

website of NSDL at evoting@nsdl.co.in.

21. M/s Ronak Jhuthawat & Co, Practicing Company Secretary, Mumbai (Membership No. 9738), has been appointed by the Board of Directors as the scrutinizer to scrutinize remote e-voting process and the e-voting at the Meeting venue in a fair and transparent manner.
22. The scrutinizer shall, immediately after the conclusion of voting at the EOGM, unblock the votes cast through remote e-voting and e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 48 hours from the conclusion of the EOGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall countersign the same and declare the result of the voting forthwith.
23. The voting results declared along with the scrutinizer's report shall be placed on the company's website <https://www.integratedpersonnelservices.com/> and on the website of NSDL evoting@nsdl.co.in, immediately after the declaration of the result by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the NSE Limited but not later than two working days of conclusion of EOGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER: -

- i.** The remote e-voting period begins on **Friday, 22nd October, 2024 on 9:00 a.m. (IST) and ends at on Sunday, 24th November, 2024 on 5.00 p.m. (IST)** The remote e-voting module shall be disabled by Bigshare Services Pvt Ltd 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, 15th November, 2024** 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, 15th November, 2024**.
- ii.** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii.** 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.
- iv.** 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.
- v.** 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.
- vi.** 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 link 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 e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.

Individual Shareholders holding securities in demat mode with NSDL	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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 16-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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 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

2.LOGIN METHOD FOR E-VOTING FOR SHAREHOLDER OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMATMODE & PHYSICAL MODE IS GIVEN BELOW:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

3.VOTING METHOD FOR SHAREHOLDERS ON I-VOTE E-VOTING PORTAL:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMITVOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you willnot be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on

custodian portal.

- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4.PROCEDURE FOR JOINING THE EOGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EOGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to attend the EOGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.
- Members attending the EOGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5.THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:

- Member will be provided with a facility to attend the EOGM through VC/OAVM

through the Bigshare Services Pvt Ltd e- Voting system. Members may access by following the steps mentioned above for Access to Bigshare Services Pvt Ltd e- Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send request from their registered e-mail address mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@ipsgroup.co.in from 20th September, 2024 to 25th September, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

HELPDESK FOR QUERIES REGARDING VIRTUAL MEETING:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com> under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

Item No. 3

Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

This Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Plan. The main objective of the Plan is to give employees, who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract the best talent available in the market.

The Board of Directors ("Board") of the Company at its meeting held on October 25, 2024 approved introduction of the 'INTEGRATED Employee Stock Option Plan 2024' ("Plan") for the benefit of the present and future employees of the Company including its subsidiary companies, subject to the approval of the members by a special resolution.

The Board has nominated the Nomination and Remuneration Committee to be designated as the Compensation Committee for the administration and superintendence of the Plan in accordance with the Companies Act 2013 and the rules made thereunder. Approval of the members is being sought for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Nomination and Remuneration Committee of the Company.

The disclosures as required by the Regulations are as follows: .

1. Total number of Options to be granted:

2,50,000 (Two Lacs Fifty Thousand) Options would be available for grant to the eligible employees of the Company under ESOP 2024, in one or more tranches exercisable into not exceeding 2,50,000 (Two Lacs and Fifty Thousand) equity shares in aggregate in the Company of face value of Rs.10/- each fully paid-up.

2. Classes of employees entitled to participate in the Plan:

- I. a permanent employee of the Company, holding Company or subsidiary Company who has been working in India or outside India; or
- II. a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- III. Such other persons, as may from time to time, be allowed to grant Options under prevailing laws and regulations and as may be approved by the Board of Directors or for the purpose.

Following class/classes of employees are not eligible:

- I. an employee who is a Promoter or belongs to the Promoter Group:
- II. a Director who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- III. an Independent Director within the meaning of the Companies Act, 2013.

3. Requirements of Vesting and period of Vesting

- I. The Vesting Period shall commence from the date of Grant and shall not exceed beyond 3 (Three) years from the date of Grant. The Vesting may occur in tranches as may be decided by the Nomination And Remuneration Committee. Provided however that the Vesting Period shall not be less than 1 (one) year from the date of the Grant.
- II. The exact vesting period applicable to each grant shall be as stated in the grant letter.
- III. In case of an employee going on long leave with the consent of the Company, for the purpose of calculation of vesting period, the period of long leave shall not be considered.

4. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested:

Options granted under ESOP 2024 would vest subject to maximum period of 3 years from the date of grant of Options.

5. Exercise Price or pricing formula

The exercise price and/or the pricing formula shall be decided by the Nomination and Remuneration Committee from time to time. Employee shall bear all tax liability in relation to grant of options.

6. Exercise Period and process of exercise

The details about the Exercise Period and the process of exercise is indicated in the proposed INTEGRATED Employee Stock Option Plan 2024. The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board / Nomination and

Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

7. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the aforesaid Committee at its sole discretion, from time to time.

8. Maximum number of options to be granted per employee

The Maximum number of options to be granted to an eligible employee will be determined by the Nomination and Remuneration Committee on case to case basis.

The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2024. In terms of the provisions of the ESOP Regulations, ESOP Scheme 2024 is required to be approved by the members by passing of special resolution.

ESOP Regulations also require separate approval of members by way of special resolution to grant stock options to the employees of subsidiary companies. Accordingly, a separate resolution under item no.2 is proposed to extend the benefits of the Plan 2024 for the giving option of more than 1% of the paid up capital to the employees as may be decided by the Nomination and Remuneration Committee from time to time under Applicable Laws.

9. Whether the Scheme is to be implemented and administered directly by the Company or through a trust or both:

The Plan shall be implemented directly by the Company i.e. Options shall be granted by the Company and new shares shall be issued at the time of exercise of Options.

10. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

Since the scheme is to be implemented directly by the Company, new shares shall be issued at the time of exercise of Options.

11. The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc:

Not Applicable

12. Maximum Percentage of Secondary acquisition that can be made by the trust for the purposes of the scheme(s):

Not Applicable

13. Accounting Policies and Disclosures:

The Company will confirm to the disclosures and the accounting policies prescribed under SEBI Regulations and by other regulatory authorities from time to time.

14. Method to be used to determine the Value of the Options:

The Company shall use fair value method of valuation to value the options granted under this scheme,

15. The Board of Directors subject to SEBI Regulations may make any modifications, changes and variation in the terms and conditions of the Scheme including but not limited to those relating to exercise price, eligibility criteria, number of options etc. to reflect fair adjustment needed including in the event of intervening corporate action such as bonus issue, rights issue, change in capital structure, mergers etc.

16. Lock In period/ transferability of Employee Stock Option:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under ESOP 2024.

17. Conditions under which option vested in employees may lapse:

The Options will lapse if the employment is terminated prior to Vesting. Even after the Options are vested, the unexercised Options may be forfeited if the Eligible Employee is terminated for misconduct,

breach of employment contract, gross negligence, unethical practices, failure to comply with and confirm with Company's policies, willful suppression of material information or any other noncompliance or violation of any law in force ("Cause") or is absconding for more than 15 days, or if the Option has lapsed as provided in this Plan or if the Exercise Period, as specified has lapsed.

18. For information regarding lock in period, Method which the company shall use to value its options, Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct, Specified time period within which the employees shall exercise the vested options in the event of a proposed termination of employment or resignation of employee, Statement to the effect that the company shall comply with the applicable accounting standards, please refer proposed INTEGRATED Employee Stock Option Plan 2024 read with the Employee Stock Option Agreement, the copy of which is enclosed herewith.

The Nomination & Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the Plan. In terms of the provisions of the Regulations, Plan is required to be approved by the members by passing of special resolution.

Scheme is open for inspection by members from the date of this Notice till the date of Extra Ordinary General Meeting during 1.00 p.m. to 4 p.m. on all working days i.e. except on the weekends and on public holidays at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them as per the proposed resolutions set out at Item No. 1 above.

The Board recommends passing of the resolutions as set out under Item No. 1 of the Notice for approval of the members as a special resolution.

Item No. 2

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Mr. Alok Jha, CEO of Wholly owned Subsidiary, the Board based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee (as applicable) of the Company in their respective meetings held on October 25, 2024, has recommended for approval of the shareholders, the grant of stock options equivalent to or exceeding 1% of the current issued share capital of the Company, the details of which are mentioned in the proposed resolution as set out in Item No. 5 of this Notice

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of this Notice.

The Board recommends passing of the resolutions as set out under Item No. 2 of the Notice for approval of the members as a special resolution.

By Order of the Board of Directors
For, INTEGRATED PERSONNEL SERVICES LIMITED

TARANG
GOYAL

Digitally signed by TARANG GOYAL
DN: cn=P, o=PERSONAL,
pseudoId=705a20f8fe844dc95f105388ed36441,
2.5.4.20=214443d5061199cacbae4a5066a0f3c6d225634523a2
af30b1a40cf939d8b, serialCode=400101, ou=Maharashtra,
serialNumber=e541b3d6d72bdc6786c3842e9696071a762727
0919c9a026267b1028746, c=IN, o=TARANG GOYAL
Date: 2024.10.28 13:17:29 +05'30'

TARANG RAGHUVIR GOYAL
Managing Director
DIN: 01885882

Date: 28.10.2024

Place: Mumbai

Registered Office:

14, Whispering Palm Shopping Center,
Lokhandwala Complex, Kandivali (East), Mumbai,
Maharashtra, India, 400101