

## NOTICE

**Notice is hereby given that the 20<sup>th</sup> Annual General Meeting ('AGM') of the Members of INTEGRATED PERSONNEL SERVICES LIMITED will be held on Friday, 29<sup>th</sup> September, 2023, at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sandeep Kaur Goyal (holding DIN: 01724446) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To re-appoint Mr. Ashok Nagori (DIN: 02025485) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Ashok Nagori (DIN: 02025485), who was appointed as an Independent Director of the Company for a period of five years, i.e., from 11<sup>th</sup> July, 2018 up to 10<sup>th</sup> July, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from 11<sup>th</sup> July, 2023 to 10<sup>th</sup> July, 2028 (both days inclusive)."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To appoint Mrs. Sandeep Kaur Goyal [DIN: 01724446] as a Whole-Time Director of the Company and approve the payment of remuneration:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and relevant provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and pursuant to the recommendation of the Nomination

& Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mrs. Sandeep Kaur Goyal [DIN: 01724446] as Whole-Time Director, designated as an Executive Director, for a period of 5 (five) years from 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**5. Revision of Remuneration of Mr. Tarang Raghuvir Goyal (DIN: 01885882), Managing Director 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** in accordance with the provisions of Sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), and relevant provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and in furtherance of the special resolution passed in the Extra-Ordinary General Meeting held on August 09, 2023, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to revise the remuneration of Mr. Tarang Raghuvir Goyal (DIN: 01885882), Managing Director of the Company for the remaining period of his present term of appointment, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the



recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**BY ORDER OF THE BOARD,  
For INTEGRATED PERSONNEL SERVICES LIMITED**

**PLACE: Mumbai  
DATE: 01/09/2023**

**TARANG RAGHUVIR GOYAL  
DIN: 01885882  
MANAGING DIRECTOR**

## **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by 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 and 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 respectively, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 (“Listing Regulations”), physical attendance of the Members to the 20<sup>th</sup> Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 20<sup>th</sup> AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM 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 20<sup>th</sup> AGM through VC/ OAVM and e-Voting during the 20<sup>th</sup> AGM.
3. AGM 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 and 10/2022 dated December 28, 2022 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. 3 and 5 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. 3 and 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
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 20<sup>th</sup> AGM 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 Annual General Meeting. Members seeking to inspect such documents can send an email to [cs@ipsgroup.co.in](mailto:cs@ipsgroup.co.in) .
9. The Register of Members and share transfer books of the Company shall remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023. (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](mailto: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 01<sup>st</sup> April, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.
17. Since the AGM 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, intimation, 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](mailto: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 20<sup>th</sup> AGM and the Annual Report for the financial year 2022-23, 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 and Annual Report 2022-23 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](mailto:evoting@nsdl.co.in).

21. Mr. Mukesh Saraswat, Practicing Company Secretary, Mumbai (Membership No. 9992), 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 AGM, 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 AGM. 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](mailto: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 BSE Limited but not later than two working days of conclusion of AGM.

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

- i. The remote e-voting period begins on **Tuesday, 26<sup>th</sup> September, 2023 at 9:00 A.M. and ends on Thursday, 28<sup>th</sup> September, 2023 at 5:00 P.M.** 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, 22<sup>nd</sup> September, 2023** 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, 22<sup>nd</sup> September, 2023**.
- 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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 &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 youregister 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 “**SUBMIT VOTE**”. 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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### 4. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

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

- The Members may attend the AGM 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 AGM 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 AGM 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 AGM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM 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](mailto:cs@ipsgroup.co.in) from 19<sup>th</sup> September, 2023 to 24<sup>th</sup> September, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### **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](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**BY ORDER OF THE BOARD,  
For INTEGRATED PERSONNEL SERVICES  
LIMITED**

**PLACE: Mumbai  
DATE: 01/09/2023**

**TARANG RAGHUVIR GOYAL  
DIN: 01885882  
MANAGING DIRECTOR**

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

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

**ITEM NO.3**

Based on recommendation of the NRC, the Board re-appointed Mr. Ashok Nagori (DIN: 02025485) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from 11<sup>th</sup> July, 2023 to 10<sup>th</sup> July, 2028 (both days inclusive), subject to approval of the Members.

Mr. Ashok Nagori has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Ashok Nagori is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The profile and specific areas of expertise of Mr. Ashok Nagori is provided as Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ashok Nagori on the Board of the Company and accordingly the Board recommends the appointment of Mr. Ashok Nagori as an Independent Director as proposed in the Special Resolution set out at Item No. 3 for approval by the Members.

Except for Mr. Ashok Nagori and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice.

**Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:**

Name	Mr. Ashok Nagori
Brief Profile	Mr. Ashok Nagori, aged 46 years, is the Independent Director of our Company. He has been associated with our Company with effect from July 11, 2018. He holds Bachelors' of Commerce Degree from Ajmer, Rajasthan and is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI). He has been working as a practicing Chartered Accountant from 2010 onwards and he also has vast experience of working as sales trader, trading fund manager, technical and derivative analyst and as technical analyst with various organizations.
Director Identification Number (DIN)	02025485
Date of Birth (DD/MM/YYYY)	25/02/1977
Age (in years)	46 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	11/07/2018
Percentage of Shareholding in the Company	Nil

Qualification	He is an associate member of Institute of Chartered Accountants of India (ICAI).
Nature of expertise in specific functional areas	He has vast experience of working as sales trader, trading fund manager, technical and derivative analyst and as technical analyst with various organizations.
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial Year 2022-2023	16
Directorships held in other Companies (*)	1. Confidence Finance and Trading Limited
Memberships of Committees in other Companies (*)	Confidence Finance and Trading Limited – Audit Committee (Member) Confidence Finance and Trading Limited – Nomination and Remuneration committee (Chairperson) Confidence Finance and Trading Limited – Stakeholders Relationship Committee (Member)
Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	Not related to Directors of the Company inter-se or with Key Managerial Personnel
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder (As per the Special Resolution set forth at Item No. 3 of this Notice)

(\*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

#### **ITEM NO.4**

The Board of Directors of the Company at its meeting held on 01<sup>st</sup> September, 2023 has, subject to approval of Members, appointed Mrs. Sandeep Kaur Goyal as a Managing Director, for a period of 5 (five) years with effect from 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028, on terms and conditions including remuneration as recommended by the Board or any committee of the Board. Members' approval is sought for the appointment of and remuneration payable to Mrs. Sandeep Kaur Goyal as a Whole-Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act") & SEBI LODR Regulations 2015. Broad particulars of the terms of appointment of and remuneration payable to Mrs. Sandeep Kaur Goyal is stated in the employment agreement and brief particulars are mentioned as under:

#### **Salary, Perquisites and Allowances per annum:**

Salary, Perquisites and Allowances shall not any time in any financial year during his tenure, shall not exceed Rs. Rs 40,00,000 per annum.

#### **Commission/performance linked incentive:**

Mrs. Sandeep Kaur Goyal shall not be entitled to any Commission/performance linked incentive.

#### **Annual Leaves:**

Earned/Privilege leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Leave accumulated shall be encash able at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

**Reimbursements:**

Mrs. Sandeep Kaur Goyal shall be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

**Minimum Remuneration:**

Where in any financial year during the currency of tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above. The Board of Directors shall have liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 2013.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

<b>I. General information:</b>				
(1) Nature of industry	Basic Industry- Diversified Commercial Services			
(2) Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
(4) Financial performance based on given indicators. Amount in Lakhs.	Particulars	31st March 2020	31st March 2021	31st March 2022
	PBT	323.19	214.23	400.67
	PAT	311.08	190.70	400.86
(5) Foreign investments or collaborations, if any.	Not applicable			
<b>II. Information about the appointee:</b>				
(1) Background details	Mrs. Sandeep Kaur Goyal, aged 43 years, is the Promoter and Executive Director of our Company. She has been associated with our Company since incorporation. She has been re-designated as Executive Director of the Company with effect from July 09, 2018. She is a Bachelor in Science (Microbiology) graduate from Mumbai university and has done Diploma Programme on Business Growth through total Quality Management from Narsee Monjee Institute of Management Studies (NMIMS) and Post Graduate Diploma in Quality Assurance in Food & Pharmaceuticals' Industry from Sophia College, Bombay. As a director and one of the promoters of the Company, she plays a pivotal role in planning and development activities of the company. She heads the entire recruitment division and internal operations of the company and holds more than 10 years of professional experience.			
(2) Past remuneration	Rs 18,00,000 per annum			
(3) Recognition or awards	Not applicable			
(4) Job profile and his suitability	Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Sandeep Kaur Goyal should be available to the Company.			
(5) Remuneration proposed	Rs 40,00,000 per annum			

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mrs. Sandeep Kaur Goyal has vast experience in the operations of the Company. As a resource procurement specialist her outstanding experience and expertise leverage designing, understanding and delivering the best solutions for clients has immensely strengthened IPS Group. Under her guidance a team comprising of young and motivated professionals is marching ahead making IPS Group's success phenomenal as always.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Sandeep Kaur Goyal is the daughter in law of Mr. Raghuvir Prasad Goyal [Director] & Spouse of Mr. Tarang Raghuvir Goyal [Managing Director]. Apart from above there is no other relationships between directors
<b>III. Other information:</b>	
(1) Reasons of loss or inadequate profits	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position
(2) Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance.
(3) Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

**In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:**

Name	Mrs. Sandeep Kaur Goyal
Brief Profile	Mrs. Sandeep Kaur Goyal, aged 43 years, is the Promoter and Executive Director of our Company. She has been associated with our Company since incorporation. She has been re-designated as Executive Director of the Company with effect from July 09, 2018. She is a Bachelor in Science (Microbiology) graduate from Mumbai university and has done Diploma Programme on Business Growth through total Quality Management from Narsee Monjee Institute of Management Studies (NMIMS) and Post Graduate Diploma in Quality Assurance in Food & Pharmaceuticals' Industry from Sophia College, Bombay. As a director and one of the promoters of the Company, she plays a pivotal role in planning and development activities of the company. She heads the entire recruitment division and internal operations of the company and holds more than 10 years of professional experience.
Director Identification Number (DIN)	01724446
Date of Birth (DD/MM/YYYY)	29/09/1979
Age (in years)	43 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	22/01/2004
Percentage of Shareholding in the Company	21.89%
Qualification	She is a Bachelor in Science (Microbiology) graduate from Mumbai university and has done Diploma Programme on Business Growth through total



	Quality Management from Narsee Monjee Institute of Management Studies (NMIMS) and Post Graduate Diploma in Quality Assurance in Food & Pharmaceuticals' Industry from Sophia College, Bombay.
Nature of expertise in specific functional areas	She has been on the Board of our Company since 2/01/2004. She looks after the financial activities, business strategic activities of the Company.
Number of Equity Shares held in the Company	15,77,310
Number of Board Meetings attended during the Financial Year 2022-2023	16
Directorships held in other Companies (*)	1. IPS Vantage Tech Services Private Limited 2. Informatic Connecting Tech Private Limited 3. Simaya HR Services Private Limited
Memberships of Committees in other Companies (*)	-
Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	Mrs. Sandeep Kaur Goyal is the daughter in law of Mr. Raghuvir Prasad Goyal [Director] & Spouse of Mr. Tarang Raghuvir Goyal [Managing Director]. Apart from above there is no other relationships between directors
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Broad particulars of the terms of appointment and remuneration payable to Mrs. Sandeep Kaur Goyal is stated in the employment agreement and brief particulars are as mentioned above.

(\*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Sandeep Kaur Goyal herself & Mr. Tarang Raghuvir Goyal & Mr. Raghuvir Prasad Goyal are in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **ITEM NO.5**

Mr. Tarang Raghuvir Goyal was re-appointed as Managing Director by way of a special resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on 9<sup>th</sup> August, 2023 with effect from 13<sup>th</sup> July, 2023 to 12<sup>th</sup> July, 2028 for period of five years.

Further the Members at the Extra-Ordinary General Meeting of the Company held on 9<sup>th</sup> August, 2023 by way of a special resolution, approved remuneration Rs. 27,00,000/- to Mr. Tarang Raghuvir Goyal, Managing Director, upto the limit as approved by Members at the Extra-Ordinary General Meeting as maximum remuneration.

The Managing Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, the Board is of the view that the existing upper limit remuneration in respect of Mr. Tarang Raghuvir Goyal, Managing Director of the Company may not be

sufficient enough to pay the increased remuneration over a period of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration, in terms of the applicable provisions of the Companies Act, 2013 (the "Act") & SEBI LODR Regulations 2015.

Broad particulars of the terms of remuneration payable to Mr. Tarang Raghuvir Goyal is stated in the employment agreement and brief particulars are mentioned as under:

**Salary, Perquisites and Allowances per annum:**

Salary, Perquisites and Allowances shall not any time in any financial year during his tenure, shall not exceed Rs.60,00,000 per Annum.

**Commission/performance linked incentive:**

Mr. Tarang Raghuvir Goyal shall not be entitled to any Commission/performance linked incentive.

**Annual Leaves:**

Earned/Privilege leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

**Reimbursements:**

Mr. Tarang Raghuvir Goyal shall be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

**Minimum Remuneration:**

Where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above. The Board of Directors shall have liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 2013.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

<b>I. General information:</b>				
(1) Nature of industry	Basic Industry- Diversified Commercial Services			
(2) Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
(4) Financial performance based on given indicators. Amount in Lakhs.	Particulars	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022
	PBT	323.19	214.23	400.67
	PAT	311.08	190.70	400.86
(5) Foreign investments or collaborations, if any.	Not applicable			
<b>II. Information about the appointee:</b>				

(1) Background details	He is an associate member of Institute of Chartered Accountants of India (ICAI). He has many dimensions to his dynamic personality which shapes IPS Group as an end-to-end solution provider. He was previously associated with Kwality Frozen Foods Pvt. Ltd. as financial controller. As the Managing Director of IPSL his visionary ideas kept the organization surging high achieving growth, applying best management practices with strategic planning activities.
(2) Past remuneration	Rs 27,00,000 per annum
(3) Recognition or awards	Not applicable
(4) Job profile and his suitability	Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Tarang Raghuvir Goyal should be available to the Company.
(5) Remuneration proposed	Rs 60,00,000 per annum
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Tarang Raghuvir Goyal has vast experience in the operations of the Company. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Tarang Raghuvir Goyal is the son of Mr. Raghuvir Prasad Goyal [Director] & Spouse of Mrs. Sandeep Kaur Goyal [Director]. Apart from above there is relationships between directors
<b>III. Other information:</b>	
(1) Reasons of loss or inadequate profits	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position
(2) Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance.
(3) Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Tarang Raghuvir Goyal himself & Sandeep Kaur Goyal & Raghuvir Prasad Goyal are in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

**Details of Directors seeking re-appointment in the forthcoming Annual General Meeting:**

**(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting)**

**Item No.: 2**

Name	Mrs. Sandeep Kaur Goyal
Brief Profile	Mrs. Sandeep Kaur Goyal, aged 43 years, is the Promoter and Executive Director of our Company. She has been associated with our Company since incorporation. She has been re-designated as Executive Director of the Company with effect from July 09, 2018. She is a Bachelor in Science (Microbiology) graduate from Mumbai university and has done Diploma Programme on Business Growth through total Quality Management from Narsee Monjee Institute of Management Studies (NMIMS) and Post Graduate Diploma in Quality Assurance in Food & Pharmaceuticals' Industry from Sophia College, Bombay. As a director and one of the promoters of the Company, she plays a pivotal role in planning and development activities of the company. She heads the entire recruitment division and internal operations of the company and holds more than 10 years of professional experience.
Director Identification Number (DIN)	01724446
Date of Birth (DD/MM/YYYY)	29/09/1979
Age (in years)	43 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	22/01/2004
Percentage of Shareholding in the Company	21.89%
Qualification	She is a Bachelor in Science (Microbiology) graduate from Mumbai university and has done Diploma Programme on Business Growth through total Quality Management from Narsee Monjee Institute of Management Studies (NMIMS) and Post Graduate Diploma in Quality Assurance in Food & Pharmaceuticals' Industry from Sophia College, Bombay.
Nature of expertise in specific functional areas	She has been on the Board of our Company since 2/01/2004. She looks after the financial activities, business strategic activities of the Company.
Number of Equity Shares held in the Company	15,77,310
Number of Board Meetings attended during the Financial Year 2022-2023	16
Directorships held in other Companies (*)	1. IPS Vantage Tech Services Private Limited 2. Informatic Connecting Tech Private Limited 3. Simaya HR Services Private Limited
Memberships of Committees in other Companies (*)	-

Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	Mrs. Sandeep Kaur Goyal is the daughter in law of Mr. Raghuvir Prasad Goyal [Director] & Spouse of Mr. Tarang Raghuvir Goyal [Managing Director]. Apart from above there is no other relationships between directors
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Ordinary Resolution set forth at Item No. 2 of this Notice.

(\*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.