

CORRIGENDUM TO THE NOTICE OF 01ST EXTRA-ORDINARY GENERAL MEETING ("EGM") DATED 17TH JULY, 2025

To,
The members of Integrated Personnel Services Limited

This corrigendum is being issued to inform the members of the Company about certain alterations / modifications made to the Resolution number 3 and Explanatory Statement in respect of Item Number 2 and 3 of the Notice convening the 01st Extra-Ordinary General Meeting (EGM) of the Company.

This Corrigendum shall form an integral part of the original EGM Notice, which has been or will be circulated to the Shareholders of the Company. Accordingly, from the date of this Corrigendum, the Notice of the EGM shall be read in conjunction with this Corrigendum.

This Corrigendum is also being made available on the following platforms:

- The website of the Company at <https://www.integratedpersonnelservices.com/eogm/>
- The website of the Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>
- The website of the Stock Exchange where the equity shares of the Company are listed.

All other terms and contents of the Notice of the 01st Extra-Ordinary General Meeting, except as specifically modified or supplemented by this Corrigendum, shall remain unchanged.

ITEM NUMBER 3: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS FOR CONSIDERATION OTHER THAN CASH:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (ICDR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 10,71,000 (Ten Lakhs Seventy-One Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) at a price of Rs. 72/- (Rupees Seventy-Two Only) per Equity Share (at premium) on a preferential basis (“Preferential Allotment Price”), aggregating to not exceeding Rs. 7,71,09,552/- (Rupees Seven Crore Seventy-One Lakhs Nine Thousand Five Hundred and Fifty-Two Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below

table) towards payment of the part consideration payable for the acquisition of 10,417 Equity Shares representing 100% shareholding of the Informatic Connecting Tech Private Limited (ICTPL or “Selling Company”) on a preferential basis (“Preferential Allotment”) and the balance payment of Rs. 1,78,91,040/- in cash to the shareholders of Selling Company pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 10,71,000 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Selling Company.

Details of Proposed Allottees

Sr. No	Name of the Proposed Allottees	Pre-Pref Holding	No of Equity Shares of the Company to be Issued and Allotted swapping	Current Status / Category	Proposed Status / Category
1.	Tarang Raghuvir Goyal	38,98,932	10,13,333	Promoter	Promoter
2.	Sandeep Kaur Goyal	17,77,310	57,667	Promoter	Promoter
Total		56,76,242	10,71,000		

**The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities.*

“RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 15th July 2025, i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing

of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the stock exchange.”

“RESOLVED FURTHER THAT pursuant to the provisions of SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

“RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI (ICDR) Regulations”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Thursday, 17th July 2025. In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to 10,71,000 (Ten Lakhs Seventy-One Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten only) each, at a price of Rs. 72/- (Rupees Seventy-two only) per Equity Share, aggregating up to an amount not exceeding Rs. 7,71,09,552/- (Rupees Seven Crore Seventy-One Lakhs Nine Thousand Five Hundred and Fifty-Two Only), on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), to the proposed allottees as given below (“Proposed Equity Allottees”), in accordance with the SEBI ICDR Regulations and other applicable laws on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. Objects of the Preferential Issue:

Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:

Sr. No	Purpose for which issue proceeds is proposed to be utilized	Amount in Rs.
1.	To acquire equity shares from the existing shareholders of Informatic Connecting Tech Private Limited, thereby making it a subsidiary of the Company.	1,78,91,040
2	To support the Company’s future expansion plans, strengthen its primary business objectives, and augment working capital requirements.	3,99,40,512
3	To meet general corporate expenses and enhance the overall financial flexibility of the Company.	1,92,78,000
Total		7,71,09,552

The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

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

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

may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:

The Board of Directors of the Company at their meeting held on July 17, 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 10,71,000 (Ten Lakhs Seventy-One Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten only) each, at a price of Rs. 72/- (Rupees Seventy-two only) per Equity Share, aggregating up to an amount not exceeding Rs. 7,71,09,552/- (Rupees Seven Crore Seventy-One Lakhs Nine Thousand Five Hundred and Fifty-Two Only), on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI ICDR Regulations and other applicable laws.

The issue of equity share shall be subject to the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the National Stock Exchange of India Limited on SME emerge platform ("NSE"). The price has been determined In accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 15th July, 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 72/- (Rupees Seventy-Two Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/Valuation-Report_Integrated-Personnel-Report-Jul-25.pdf

4. Name and Address of Valuer who performed Valuation:

Bhavesh M Rathod Chartered Accountants

Registered Valuer – SFA Office Add: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101

Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 and the same can also be accessed on the company website on the following link at https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/Valuation-Report_Integrated-Personnel-Report-Jul-25.pdf

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Up to Rs. 7,71,09, 552 (Seven Crores Seventy-One Lakh Nine Thousand Five Hundred Fifty Two).

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	57,76,342	67.12	68,47,342	63.71
2	Foreign	-	-	-	-
	Sub Total (A)	57,76,342	67.12	68,47,342	63.71
B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-

2	Non – Institutions				
2a	Individuals (share Capital up to Rs. 2 lakhs)	6,04,000	7.02	6,04,000	5.62
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	13,50,500	15.69	24,21,500	22.53
2c	Non-Resident Indians (NRIs)	2,000	0.02	2,000	0.02
2d	Bodies Corporate	7,34,500	8.53	7,34,500	6.83
2e	Any Other (specify)	1,39,168	1.62	1,39,168	1.29
	Sub-Total (B)	28,30,168	32.88	39,01,168	36.29
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	86,06,510	100.00	1,07,48,510	100.00

**The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities.*

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not Applicable

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not Applicable

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR))

Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/PCS-NSE-Certificate.pdf>

17. Undertakings:

The Company hereby undertakes that:

- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI ((ICDR)) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- The issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) regulations where it is required to do so.

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI ((ICDR)) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, non-promoter:

S r. #	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Jitendra Rasiklal Sanghavi	Non-Promoter Public	Not Applicable	-	-	4,00,000	4,00,000	3.72	Individual Non-Promoter Public
2.	Roopal Hitesh Kawa	Non-Promoter Public	Not Applicable	24,000	0.28	2,27,000	2,51,000	2.34	Individual Non-Promoter Public
3.	Bijal Kaushik Gandhi	Non-Promoter Public	Not Applicable	-	-	90,000	90,000	0.84	Individual Non-Promoter Public
4.	Priti Nimesh Singh	Non-Promoter Public	Not Applicable	4,500	0.05	90,000	94,500	0.88	Individual Non-Promoter Public
5.	Varshit Janak Shah	Non-Promoter Public	Not Applicable	92,000	1.07	75,000	1,67,000	1.55	Individual Non-Promoter Public
6.	Dharmista Bhavik	Non-Promoter	Not Applicable	-	-	53,000	53,000	0.49	Individual Non-

S r. #	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		Maximum No. of shares to be issued	Shareholding post allotment of Equity *		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
	Sanghvi	Public							Promoter Public
7.	Archana V Maheshwari	Non-Promoter Public	Not Applicable	-	-	60,000	60,000	0.56	Individual Non-Promoter Public
8.	Kaushik Hasmukhlal Gandhi	Non-Promoter Public	Not Applicable	90,000	1.05	23,000	1,13,000	1.05	Individual Non-Promoter Public
9.	Nimesh Sahadeo Singh	Non-Promoter Public	Not Applicable	93,000	1.08	23,000	1,16,000	1.08	Individual Non-Promoter Public
10.	Mukesh Saraswat	Non-Promoter Public	Not Applicable	-	-	15,000	15,000	0.14	Individual Non-Promoter Public
11.	Sarweswara Reddy Sanivarapu	Non-Promoter Public	Not Applicable	-	-	15,000	15,000	0.14	Individual Non-Promoter Public

*The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities.

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point 14.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI ICDR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

- b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.
- g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters.

Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

None of the promoter and promoter group, Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent to their shareholding in the Company.

ITEM NUMBER 3

The Members are hereby informed that the Board in its meeting held on 17th July, 2025, has approved the acquisition of 100% shareholding of **Informatic Connecting Tech Private Limited (ICTPL i.e. “Selling Company”)**. The Selling Company is engaged in the business of software design, development, customization, implementation, maintenance, testing, and benchmarking. The company specializes in designing and developing computer software and solutions, and is also involved in the import, export, sale, purchase, distribution, and hosting (via data centers or web platforms) of both proprietary and third-party software packages, programs, and solutions. For the said acquisition it is decided to acquire 10,417 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares.

For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash. Accordingly, the Board pursuant to its resolution dated 17th July, 2025, has approved the issue of up to 10,71,000 equity shares of Rs. 10/- each of the Company at an issue price of Rs. 72/- per share, aggregating to Rs. 7,71,12,000/- on a preferential basis; and share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) on a preferential basis. Balance payment of Rs. 1,78,91,040/- in cash to the shareholder(s) of ICTPL. Pursuant to the above transaction, there will be change in the management, control & thus result in the transfer of ownership of the Company to the Proposed Allottees.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. Objects of the Preferential Issue:

Sr. No	Purpose for which issue proceeds is proposed to be utilized	Amount in Rs.
1	The object of the issue is to discharge a part of the purchase consideration payable for the acquisition of the Selling Company by acquiring 10,417 equity shares, representing 100% of the shareholding of the Selling Company, from the Proposed Allottees.	7,71,09,552

The consideration for the acquisition shall be settled otherwise than in cash, by way of allotment of equity shares of the Company, as detailed in Resolution at Item No. 3 of this Notice and the accompanying Explanatory Statement, and is subject to compliance with the applicable provisions of the SEBI (ICDR) Regulations and receipt of requisite approvals from the Stock Exchange.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 10,71,000 equity shares of Rs. 10/- each of the Company at an issue price of Rs. 72/- per share, aggregating to Rs. 7,71,12,000/-, on a preferential basis on preferential basis to the Proposed Allottees for a consideration other than cash.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the National Stock Exchange of India Limited on SME emerge platform (“NSE”). The price has been determined In accordance with Regulation 165 of

the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”).

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 15th July, 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 72/- (Rupees Seventy-Two Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/Informatic-Valuation-Report.pdf>

4. Name and Address of Valuer who performed Valuation:

Registered Valuer Address– Karan Chetan Shah

Registered Add: C 413 Satyam Apartment Link Road, Near Don Bosco School, Borivali West, Mumbai-400091.and the same can also be accessed on the company website on the following link at <https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/Informatic-Valuation-Report.pdf>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 72/- (Rupees Seventy-Two Only) per Equity Share total aggregating to not exceeding Rs. **7,71,12,000/-, on a preferential basis** Balance payment of Rs. 1,78,91,040/- in cash to the shareholder(s) of ICTPL the Selling Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

The intention behind the subscription is to acquire equity shareholding in the Company through a share swap arrangement. Mr. Tarang Raghuvir Goyal and Ms. Sandeep Kaur Goyal, who are the promoters in both the entities, will be allotted equity shares of the Company as consideration for the transfer of their existing shareholding.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				

1	Indian				
	Individuals/Hindu undivided Family	57,76,342	67.12	68,47,342	63.71
2	Foreign	-	-	-	-
	Sub Total (A)	57,76,342	67.12	68,47,342	63.71
B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-
2	Non – Institutions				
2a	Individuals (share Capital up to Rs. 2 lakhs)	6,04,000	7.02	6,04,000	5.62
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	13,50,500	15.69	24,21,500	22.53
2c	Non-Resident Indians (NRIs)	2,000	0.02	2,000	0.02
2d	Bodies Corporate	7,34,500	8.53	7,34,500	6.83
2e	Any Other (specify)	1,39,168	1.62	1,39,168	1.29
	Sub-Total (B)	28,30,168	32.88	39,01,168	36.29
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	86,06,510	100.00	1,07,48,510	100.00

**The Post-Issue Shareholding Percentage is calculated on the basis of the total post-issue paid-up share capital, assuming (a) full subscription of securities.*

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from **Mr. Bhavesh M. Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066 in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations.**

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration 9,50,03,040/- (Rupees Nine Crore Fifty Lakhs Three Thousand & Forty Only) payable for the acquisition of the Selling Company by acquiring **10,417** Shares constituting 100 % stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 3 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations and requisite approvals from stock exchange.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on <https://www.integratedpersonnelservices.com/wp-content/uploads/2025/07/PCS-NSE-Certificate.pdf>

17. Undertakings:

The Company hereby undertakes that:

- i. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI ((ICDR)) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- ii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- iii. The issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) regulations where it is required to do so.

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI ((ICDR)) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter:

Sr . #	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Tarang Raghuvir Goyal	Promoter	NA	38,98,932	45.30	10,13,333	49,12,265	45.70%	Promoter
2.	Sandeep Kaur Goyal	Promoter	NA	17,77,310	20.65	57,667	18,34,977	17.07%	Promoter

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

None of the promoter and promoter group, Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution, except Mr. Tarang Raghuvir Goyal and Sandeep Kaur Goyal & their respective relatives, to the extent of the securities proposed to be allotted to them on a preferential basis except to the extent to their shareholding in the Company.

Thanking you,
Yours sincerely,
For Integrated Personnel Services Limited
Sd/-
Mr. Tarang Raghuvir Goyal
Managing Director
DIN: 01885882