

Date: April 18, 2024

To,
The General Manager,
National Stock Exchange Limited
 Exchange Plaza,
 Bandra-Kurla Complex,
 Bandra (East), Mumbai-400051.

Symbol: AISL

Subject: Postal Ballot Notice as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'):

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), as amended, we forward herewith a copy of the Postal Ballot Notice ('Notice') of Ani Integrated Services Limited ('the Company') dated April 17, 2024, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the members of the Company for the below mentioned Resolutions:

Sr. No.	Description of resolutions	Type of resolutions
1	To increase the Authorized Share Capital of the Company and consequential Alteration in the Capital Clause of the Memorandum of Association of the Company.	Ordinary Resolution
2	To offer and issue Equity Shares and Equity Warrants on a Preferential Basis to certain identified promoter and non-promoter persons and other matters related thereto.	Special Resolution
3	Appointment of Mr. Shrikant Venkatrao Jainapur bearing DIN: 05147303 as Independent Director of the Company.	Special Resolution
4	Approval for change in objects clause and alteration of Memorandum of Association (MOA) of the company.	Special Resolution

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Big Share Services Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, April 12, 2024 ('Cut-Off Date').

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to its members. The remote e-voting period commences on Friday, April 19, 2024, at 9:00 a.m. (IST) and ends on Saturday, May 18, 2024, at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL immediately thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Please note that communication of assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting



system. The detailed procedure for remote e-voting is provided in the 'Notes' section of the Notice. The Members whose email address is not registered with the Company/Depositories/RTA to receive the Notice, may register their email address with the Company's RTA. The process for registration of email address is also provided in the enclosed Notice. The said Notice is also being made available on the website of the Company at www.ttspl.in and on the website of NSDL at www.evoting.nsdl.com

Kindly take this information on your records and acknowledge the receipt.

For ANI Integrated Services Limited

**AKSHAY NAVIN
KORPE**

Digitally signed by AKSHAY NAVIN
KORPE
Date: 2024.04.18 21:29:37 +05'30'

Akshay Korpe

Director

DIN: 02201941

**Address: 1 Sai Bungalow, Rajvilas Haveli Society,
Soham Gardens, Manpada, Ghodbunder Road,
Thane West, Maharashtra-400607.**



ANI INTEGRATED SERVICES LIMITED
(Formerly known as ANI INTEGRATED SERVICES PVT. LTD.)
(Formerly known as ANI INSTRUMENTS PVT. LTD.)

CIN No. L29268MH2008PLC184326

624 - Lodha Supremus II, North Tower, Road No. 22, Wagle Estate, Thane West 400 604, INDIA.
Board : +91-22-6156 0404 E-mail: info@aniintegrated.com www.aniintegratedservices.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015)

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of Ani Integrated Services Limited (**"the Company"**), pursuant to and in compliance with the provisions of Section 108, Section 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable laws and regulations, the special resolutions appended below are proposed for approval of the Members of Ani Integrated Services Limited (**"the Company"**) through postal ballot by remote e-voting process (**"Remote E-Voting"**).

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Companies (Management and Administration), Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot, up-to September 30, 2024.

In compliance with the provisions of Section 108, 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Act, Regulation 44 of the of the SEBI Listing Regulations and Secretarial Standards -2 ('SS-2'), the Company has engaged National Securities Depository Limited ('NSDL'), an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the Notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA") for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/depository participants to

enable servicing of documents electronically to their e-mail address.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the special items setting out the material facts and reasons thereof along with the instructions/procedures for remote e-voting is annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on April 17, 2024, has appointed M/s MMJB & Associates LLP (Peer Review No. 2826/2022) having email scrutinisers@mmjc.in, through its Designated Partner, Mr. Saurabh Agarwal or failing him Mr. Omkar Dindorkar as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 9.00 AM (IST) on Friday, April 19, 2024, and ends at 05:00 PM (IST) on Saturday, May 18, 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before on Tuesday, May 21, 2024.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.aniintegratedservices.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsd.com.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Special Business:

i. To increase the Authorized Share Capital of the Company and consequential Alteration in the Capital Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), modification(s) thereto or re-enactment(s) thereof) for the time being in force), and the Rules framed thereunder and approval of the Board of Directors of the Company; the consent of the Shareholders be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing INR 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 each to INR 14,00,00,000 (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore forty lakhs) equity shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read along with Rules framed thereunder and approval of the Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded, to alter Sub Clause A. of Clause V of the Memorandum of Association of the Company by substituting the existing Sub-Clause A. Clause V thereof by the following new Clause V as under:

V. A. The Authorized Share Capital of the Company is Rs. 14,00,00,000/- [Rupees Fourteen Crores only] divided into 1,40,00,000 [One Crore Forty Lakhs] Equity Shares of Rs. 10/- [Indian Rupees Ten only] each with power to increase and/reduce the capital, to divide the shares in the capital for the time being into several classes and to attach there to respectively such qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations”.

RESOLVED FURTHER THAT for the purpose of effectuating the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

ii. To offer and issue Equity Shares and Equity Warrants on a Preferential Basis to certain identified promoter and non-promoter persons and other matters related thereto:

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

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), circulars, notifications issued by Ministry of Corporate Affairs (**“MCA”**), the applicable provisions of the Foreign Exchange and Management Act, 1999 (**“FEMA”**) and rules, regulations, notifications, circulars directions issued by the Reserve Bank of India, if any and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial

Acquisition of Shares and Takeover) Regulations, 2011 (“**SAST Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Securities and Exchange Board of India (“**SEBI**”), National Stock Exchange of India Limited (“**NSE**”) 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 where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter 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 authorized 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 shareholders of the Company be and is hereby accorded to authorize the Board of Directors on behalf of the Company, to create, offer issue and allot at an appropriate time, in one or more tranches, 6,65,000 equity shares and 13,35,000 equity warrants convertible and exchangeable into equivalent number of equity shares of the Company, for cash consideration, at a minimum issue price of INR. 100/- (Indian Rupees One Hundred Only) [including a premium of INR. 90 (Indian Rupees Ninety Only)] per share and per warrant (including the warrant subscription price and warrant exercise price); aggregating to **INR. 20,00,00,000/- (Indian Rupees Twenty Crores only)**, which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in its absolute discretion in accordance with ICDR Regulations; to the following certain identified promoter and non-promoter persons (“the Investors”):

Sr. No.	Name of the proposed allottees	Category of proposed allottees	Type of Security	Number of Equity Shares	Number of Equity Warrants	Outcome of the subscription of Equity Shares/ Investment amount (INR) (Approx.)	Outcome of the subscription Equity Warrants/ Investment amount (INR) (Approx.)
1	Pooja Equiresearch Pvt. Ltd.	Non-Promoter / Body Corporate	Equity Shares	1,30,000	Nil	1,30,00,000	-
2	Vimla Dangi	Non-Promoter / Individual	Equity Shares	25,000	Nil	25,00,000	-
3	Ayushi Dangi	Non-Promoter / Individual	Equity Shares	15,000	Nil	15,00,000	-
4	Kesar Devi Dangi	Non-Promoter / Individual	Equity Shares	10,000	Nil	10,00,000	-
5	Frigerio Conserva	Non-Promoter /	Equity Shares	50,000	Nil	50,00,000	-

	Allana Pvt. Ltd.	Body Corporate					
6	Sumit Rohatgi HUF	Non-Promoter / HUF	Equity Shares	50,000	Nil	50,00,000	-
7	Rajiv Goyal (1st Joint Holder) & Garima Goyal (2nd Joint Holder)	Non-Promoter / Individual	Equity Shares	50,000	Nil	50,00,000	-
8	Saloni Jain	Non-Promoter / Individual	Equity Shares	25,000	Nil	25,00,000	-
9	Prashant Sheth	Non-Promoter / Individual	Equity Shares	25,000	Nil	25,00,000	-
10	Kulbeer Walia	Non-Promoter / Individual	Equity Shares	20,000	Nil	20,00,000	-
11	Pravina Vora	Non-Promoter / Individual	Equity Shares	20,000	Nil	20,00,000	-
12	Parth Gala	Non-Promoter / Individual	Equity Shares	20,000	Nil	20,00,000	-
13	Jigna Vora	Non-Promoter / Individual	Equity Shares	15,000	Nil	15,00,000	-
14	Nikita Vora	Non-Promoter / Individual	Equity Shares	15,000	Nil	15,00,000	-
15	Dhiren Kothari	Non-Promoter / Individual	Equity Shares	10,000	Nil	10,00,000	-
16	Purvi Kariya	Non-Promoter / Individual	Equity Shares	10,000	Nil	10,00,000	-
17	Deena Dedhia	Non-Promoter / Individual	Equity Shares	10,000	Nil	10,00,000	-
18	Navin Nandkumar Korpe	Promoter / Individual	Equity Shares & Equity Warrants	83,692	6,77,141	83,692,00	6,77,14,100
19	Akshay Navin Korpe	Promoter / Individual	Equity Shares & Equity Warrants	40,822	3,30,287	40,822,00	3,30,28,700
20	Kedar	Promoter /	Equity	40,486	3,27,572	40,486,00	3,27,57,200

	Navin Korpe	Individual	Shares & Equity Warrants				
TOTAL				6,65,000	13,35,000	6,65,00,000	13,35,00,000

RESOLVED FURTHER THAT the minimum price of the Equity shares and warrants so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“Preferential Issue of Equity Shares and Warrants”)

RESOLVED FURTHER THAT in the event, there is a difference between the Issue Price and the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and/ or the number of Equity Shares to be allotted on exercise of the Equity Shares shall be subject to appropriate adjustments.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the ‘**Relevant Date**’ for the purpose of calculating the price for the Preferential Issue of Equity Shares and Warrants be and is hereby fixed as **Thursday, April 18, 2024**, being one day prior to the relevant date (relevant date being a holiday) which is 30 days prior to the date of passing of the Special Resolution by the Shareholders of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares and Warrants to be allotted under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The consideration for allotment of Equity Shares and Warrants shall be paid to the Company from the bank account of the Proposed Equity Allottees.
- b) The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- c) The equity share shall be allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders **and** tenure of the equity warrants for conversion shall be 18 months from the date of passing special resolution and allotment of the said equity warrants shall be completed within 15 days from the date of such exercise of option to convert the said warrants by the warrant holder in the dematerialised form.
- d) The entire cash consideration with respect to equity shares shall be paid by the proposed allottee of equity shares at the time of allotment **and** an amount equivalent to atleast 25% of the warrant price shall be payable at the time of subscription and allotment of each warrant and the balance 75% of the warrant price shall be payable by the warrant holder against each warrant at the time of allotment Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- e) The Equity Shares and Warrants to be offered, issued, and allotted pursuant to the said issue and further equity shares allotted pursuant to conversion of warrants shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on NSE subject to receipt of necessary permission(s), sanction(s) and approval(s).
- a) The price determined and the number of Equity Shares to be allotted (directly or after conversion of warrants into equity) **and** issue price per warrant shall be subject to further appropriate adjustments, if

any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.

- f) The equity share and equity warrant holder, shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the warrant holders.
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Shareholder, allot the corresponding number of Equity Shares in dematerialized form.
- h) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- i) The Equity Shares to be issued and allotted ***and*** Equity Shares to be allotted on exercise of the Warrants pursuant to this resolution shall be subject to provisions of articles and memorandum of association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and addresses of the investors be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares and Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 and things as may be necessary to effectuate the aforesaid resolution including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any

governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution .”

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to Committee(s) of the Board or any other person.

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

iii. **Appointment of Mr. Shrikant Venkatrao Jainapur bearing DIN: 05147303 as Independent Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Section 149, 150, 152, 161 and Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR Regulations’**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and recommendation of the nomination and remuneration committee of the Company and that of the Board of Directors of the Company; the consent of the members of the Company be and is hereby accorded for appointment of Mr. Shrikant Venkatrao Jainapur (DIN: 05147303) who was appointed as an Additional Director in the capacity of an independent Director w.e.f. April 17, 2024, who meets the criteria for independence under Regulation 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of SEBI LODR Regulations; be and is hereby appointed as an Independent Director of the Company for a period of five(5) years till April 16, 2029, whose office shall not be liable to retire by rotation on a sitting fees of INR. 30,000/- Per Meeting Day and on such other terms and conditions as may be mutually decided between the Board and Mr. Shrikant and the Board of Directors of the Company be and is hereby also authorized to vary and alter the said sitting fees subject to Compliance with the Company Act, 2013 and other provisions of law as may be applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to negotiate and finalize their scope and terms and conditions including fees and to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary to effectuate this resolution.”

iv. **Approval for change in objects clause and alteration of Memorandum of Association (MOA) of the company**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects Clause of the Memorandum of Association (“MOA”) of the Company


by way of substitution of the word “or elsewhere” from “or overseas” in clause 1 (a) and (b) of MOA as follows:

“To carry on in India ‘or overseas’ the business to manufacture, produce, process, convert, assemble, fabricate, prepare, manipulate, install, import, export, buy, sell, supply, and to act as agent, indenter, franchiser, distributor, consignor, stock list, developer, job worker, consultant and or otherwise to deal in all types of electronic components, devices, systems, instruments, equipments, appliances, parts, fittings, accessories, chips, circuits, relays, connectors, coils, diodes, electrodes, valves, condensers, transformers, speakers, resistance etc. used in all types of industrial, domestic, automobile, defense, railways, waterways, information technology, software development, medical, entertainment of the foregoing objects.

“To carry on in India ‘or overseas’ the business of Erection and Installation of Electrical/ Instrumentation/Mechanical Turnkey Projects’, Operations and Maintenance, Commissioning, Assistance, Shutdown Services and Manpower deputation, sourcing, providing and recruiting engineers and other skilled and semi-skilled or otherwise trained manpower to various entities and doing resource management and continuous skill enhancement of the resource provided.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

For ANI Integrated Services Limited

NAVIN NANDKUMAR  Digitally signed by NAVIN
NANDKUMAR KORPE
KORPE Date: 2024.04.18 21:43:41 +05'30'

Navin Nandkumar Korpe

Managing Director

DIN: 02200928

Address: Flat No. 6 Ashirwad,
G. V. Scheme Road No.1,
Mulund East, Mumbai – 400081.

Date: April 17, 2024

Place: Thane

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto including the relevant details of the Directors seeking appointment/reappointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on **April 12, 2024 ('Record date')** and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. Any member who is not a member as on the said record date shall treat this notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer an e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.aniintegratedservices.com , websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com. and on the website of NSDL at www.nsdl.co.in.
6. All the material documents referred to in this Notice, if any, shall be available for inspection based on requests received by the Company at registered office of the company on or before the last day of e-voting on postal ballot (i.e., May 18, 2024).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on April 12, 2024, being the record date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
8. The voting through electronic means will commence on April 19, 2024, at 09:00 AM (IST) and will end on May 18, 2024, at 05:00 PM (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman, or any other Director authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before Tuesday, May 21, 2024.
11. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

12. The result of the Postal Ballot will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at www.aniintegratedservices.com. The Special Resolutions, if passed by not less three times the number of votes, if any, cast against the resolution by members so entitled and voting shall be deemed to have been passed on May 18, 2024, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : evoting@nsdl.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

The remote e-voting period begins on April 19, 2024, at 09:00 A.M. and ends on May 18, 2024, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., April 12, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 12, 2024.

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

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

Step 1: Access to NSDL e-Voting system:

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

In terms of SEBI circular dated December 9, 2020, on the 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 the e-Voting facility.

Login method for Individual shareholders holding securities in Demat Mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDEAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience:

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-voting System

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Abhijeet Gunjal; Assistant Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aniintegrated.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@aniintegrated.com
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

EXPLANATORY STATEMENT

Pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 ("Act")

ITEM NO. 1:

To Increase the Authorized Share Capital of the Company and Consequential Alteration in the Capital Clause of the Memorandum of Association:

The shareholders are hereby informed that in order to consider the plan for expansion of the business in the near future, the need for the infusion of additional funds has been identified. Accordingly, there is a need to broad base the capital structure of the Company as currently, the Authorized Share Capital of the Company is INR. 10,00,00,000/- (Indian Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR. 10/- (Indian Rupee Ten only) each.

In this regard, it is proposed to issue equity shares and warrants on preferential basis to certain identified persons as per applicable provisions of Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Accordingly, to accommodate the proposed increased paid-up capital, it is advisable and necessary to increase the existing authorized share capital of the Company subject to compliance of statutory provisions of the Companies Act, 2013.

Therefore, it is proposed to increase the existing authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) to Rs. 14,00,00,000/- (Rupees Fourteen crores).

Consequently, the capital clause of the memorandum of association of the Company (MOA) is required to be altered as mentioned below to effectuate the change of authorized share capital from Rs. 10,00,00,000/- (Rupees Ten Crores) to Rs. 14,00,00,000/- (Rupees Fourteen crore):

"V. A. The Authorized Share Capital of the Company is Rs. 14,00,00,000/- [Rupees Fourteen Crores only] divided into 1,40,00,000 [One Crore Forty Lakhs] Equity Shares of Rs. 10/- [Indian Rupees Ten only] each with power to increase and/reduce the capital, to divide the shares in the capital for the time being into several classes and to attach there to respectively such qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations".

Now, since pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013 a Company can alter its MOA in its general meeting to increase the authorized share capital of the Company, the said agenda item is being placed before the shareholders of the Company for their approval. The Board approved the said agenda at their meeting held on April 17, 2024.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item no. 1 of this Notice for approval by the Shareholders.

ITEM NO. 2:**To offer and issue 6,65,000 Equity Shares and 13,35,000 Equity Warrants on a Preferential Basis to certain identified promoter and non-promoter persons and other matters related thereto:**

The shareholders are hereby informed that in order to consider the plan of expansion of the business in the near future and to fund Company's capital expenditure and requirements and to enhance its long-term resources along with meeting working capital requirements and other general corporate purposes, the need for the infusion of additional funds has been identified.

In this regard the Board of Directors at their meeting held on April 17, 2024, after exploring various options have approved the proposal of raising funds for an amount up to INR. 20,00,00,000/- (Indian Rupees Twenty Crores Only) and approved the preferential allotment of securities of the Company to the proposed subscribers by way of issue of 6,65,000 equity shares and 13,35,000 equity warrants convertible into equivalent number of equity shares of the Company, for cash consideration, at an issue price of INR. 100 (Indian Rupees One Hundred Only) [including a premium of INR. 90 (Indian Rupees Ninety Only)] per share and warrant, aggregating to INR. 20,00,00,000 (Indian Rupees Twenty Crores Only) which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations to the following certain identified promoter and non-promoter persons (**"the Investors"**):

Sr. No.	Name of the Investor	Category of Investor	Type of Security	Number of Security
1	Pooja Equiresearch Private Limited	Body Corporate and Non-Promoter	Equity Shares	130000
2	Lalit Dangi	Individual and Non-Promoter	Equity Shares	50000
3	Frigerio Conserva Allana Private Limited	Body Corporate and Non-Promoter	Equity Shares	50000
4	Sumit Rohatgi HUF	HUF	Equity Shares	50000
5	Rajiv Goyal (01 st Holder) & Garima Goyal (02 nd Holder)	Individual and Non-Promoter	Equity Shares	50000
6	Saloni Jain	Individual and Non-Promoter	Equity Shares	25000
7	Prashant Seth	Individual and Non-Promoter	Equity Shares	25000
8	Kulbeer Walia	Individual and Non-Promoter	Equity Shares	20000
9	Pravina Vora	Individual and Non-Promoter	Equity Shares	20000
10	Jigna Vora	Individual and Non-Promoter	Equity Shares	20000
11	Dhiren Kothari	Individual and Non-Promoter	Equity Shares	15000
12	Purvi Kariya	Individual and Non-Promoter	Equity Shares	15000
13	Deena Dedhia	Individual and Non-Promoter	Equity Shares	10000

		Promoter		
14	Avani Gala	Individual and Non-Promoter	Equity Shares	10000
15	Nikita Vora	Individual and Non-Promoter	Equity Shares	10000
16	Navin Korpe	Individual and Promoter	Equity Shares & Equity Warrants	Equity Share-83,692 & Equity Warrants -6,77,141
17	Akshay Korpe	Individual and Promoter	Equity Shares & Equity Warrants	Equity Share-40,822 & Equity Warrants-3,30,287
18	Kedar Korpe	Individual and Promoter	Equity Shares & Equity Warrants	Equity Share-40,486 & Equity Warrants-3,27,572
TOTAL				

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the equity shares and warrant on a preferential basis through private placement and hence the said agenda is being placed before the shareholders of the Company for their approval. 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 including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the promoter will increase as per details given herein below.

Salient features of the preferential issue of Equity Shares and preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Shares and Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder.

Necessary information or details as required in respect of the proposed issue of Equity Shares and Equity Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

- 1. Objects of the preferential issue:** Considering that the company is on a growth trajectory, the company is in need of funds to meet its working capital requirements. Hence a fresh investment in the company will help in evolution and expansion in its business. Accordingly, the Issue proceeds will be utilized towards the working capital requirements for general corporate purposes, of the Company and also towards the expenses for issue proceeds, in such proportion and manner as the Board may determine from time to time.
- 2. Kind and maximum number of securities offered and the price at which security is being offered:** up to 6,65,000 Equity Shares and 13,35,000 Equity Warrants of the Company, in one or more tranches, by way of preferential issue, for cash, at an issue price of INR 100/- (Indian Rupees One Hundred only) per Equity Shares having Face Value of INR. 10/- (Indian Rupees Ten Only) each and premium of INR 90/- (Indian Rupees Ninety Only).
- 3. Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer:** Promoter, Director(s) or Key Managerial Personnel(s) are intending to subscribe to this offer as mentioned in the resolution.

4. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue No. of Shares (A)	% (B)	No. of Equity Shares / Warrants to be Allotted (C)	Post Issue No. of Shares D= (A+C) *	% (E)*
A	Promoters and Promoter Group Holding:					
1.	Indian:					
	Individual/HUF	72,62,700	74.98	15,00,000	87,62,700	74.98
	Bodies Corporate	-	-			
	Sub Total	-	-			
2.	Foreign Promoters	-	-			
	Sub Total (A)	72,62,700	74.98	15,00,000	87,62,700	74.98
1.	Institution:	-	-			
a)	Institutional Investors					
b)	Foreign Bodies Corporate					
2.	Non-Institution:					
a)	Individuals	19,57,700	20.20	2,70,000	22,27,700	19.06
b)	Indian Bodies Corporate/LLP	1,34,400	1.39	1,80,000	3,14,400	2.69
c)	NRI (Repatriable) NRI (Non-Repatriable)	6,000	0.06	0	6,000	0.05
d)	HUF	1,81,200	1.87	50,000	2,31,200	1.98
e)	Directors	-				
f)	Trust	-				
g)	NBFC	-				
h)	Others	1,45,200	1.50	0	1,45,200	1.24
	Sub Total (B)	24,24,500	25.02		29,24,500	25.02
	TOTAL (A+B)	96,87,200	100%	20,00,000	1,16,87,200	100%

#Assuming full subscription of equity shares and full conversion of equity warrants

Notes:

The above shareholding pattern shall change to the extent and in the event:

- (i) The right for allotment of share against all or any of the Warrant(s) proposed to be issued and allotted pursuant to Resolution at Item No. 2 of the Notice are not exercised by the warrant holder,
- (ii) Exercise of the rights by the promoter to convert the warrant into equity shares of the Company.

5. **Timeframe within which the issue or allotment shall be completed:** As required under the SEBI (ICDR) Regulations, Equity Shares and Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution and in the future within 15 days of exercise of option for conversion of equity warrants into equity for the remaining 75%.
6. **Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Investor	Category	Beneficial Owner	Percentage of pre preferential offer capital that may be held by the allottee*	Percentage (%) of Post preferential offer capital that may be held by the allottee*
1.	Pooja Equiresearch Pvt. Ltd.	Non-Promoter Body Corporate /	Deven Narendra Sanghvi	NIL	1.11
2.	Vimla Dangi	Non-Promoter Individual /	Not Applicable	NIL	0.21
3.	Ayushi Dangi	Non-Promoter Individual /	Not Applicable	NIL	0.12
4.	Kesar Devi Dangi	Non-Promoter Individual /	Not Applicable	NIL	0.08
5.	Frigerio Conserva Allana Pvt. Ltd.	Non-Promoter Body Corporate /	Mr. Irfan Razak Allana Mr. Faisal Feroz Allana Mr. Isa Shiraz Allana	NIL	0.42
6.	Sumit Rohatgi HUF	Non-Promoter HUF /	Sumit Rohatgi	NIL	0.42
7.	Rajiv Goyal (01 st Holder) & Garima Goyal (02 nd Holder)	Non-Promoter Individual /	Not Applicable	NIL	0.42
8.	Saloni Jain	Non-Promoter Individual /	Not Applicable	NIL	0.21
9.	Prashant Sheth	Non-Promoter Individual /	Not Applicable	NIL	0.21
10.	Kulbeer Walia	Non-Promoter Individual /	Not Applicable	NIL	0.17
11.	Pravina Vora	Non-Promoter Individual /	Not Applicable	0.11	0.26
12.	Parth Gala	Non-Promoter Individual /	Not Applicable	NIL	0.17

13.	Jigna Vora	Non-Promoter Individual	/	Not Applicable	NIL	0.12
14.	Nikita Vora	Non-Promoter Individual	/	Not Applicable	0.007	0.18
15.	Dhiren Kothari	Non-Promoter Individual	/	Not Applicable	NIL	0.08
16.	Purvi Kariya	Non-Promoter Individual	/	Not Applicable	NIL	0.08
17.	Deena Dedhia	Non-Promoter Individual	/	Not Applicable	NIL	0.08
18.	Navin Nandkumar Korpe	Promoter Individual	/	Not Applicable	30.88	32.11
19.	Akshay Navin Korpe	Promoter Individual	/	Not Applicable	15.06	15.66
20.	Kedar Navin Korpe	Promoter Individual	/	Not Applicable	14.94	15.53

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

7. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** Please refer the above table for details for details of ultimate beneficial owners of the equity shares proposed to be allotted.

8. **The percentage of post preferential issue capital that may be held by allottee:**

Sr. No.	Name of the proposed Allottees	Percentage held (%) *
1.	Pooja Equiresearch Pvt. Ltd.	1.11
2.	Vimla Dangi	0.21
3.	Ayushi Dangi	0.12
4.	Kesar Devi Dangi	0.08
5.	Frigerio Conserva Allana Pvt. Ltd.	0.42
6.	Sumit Rohatgi HUF	0.42
7.	Rajiv Goyal (1st Joint Holder) & Garima Goyal (2nd Joint Holder)	0.42
8.	Saloni Jain	0.21
9.	Prashant Sheth	0.21
10.	Kulbeer Walia	0.17
11.	Pravina Vora	0.26
12.	Parth Gala	0.17
13.	Jigna Vora	0.12
14.	Nikita Vora	0.18
15.	Dhiren Kothari	0.08
16.	Purvi Kariya	0.08
17.	Deena Dedhia	0.08
18.	Navin Nandkumar Korpe	32.11
19.	Akshay Navin Korpe	15.66
20.	Kedar Navin Korpe	15.53

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

- 9. Change in control, if any, in the issuer consequent to the preferential issue:** There is no change in control in the Company. Promoters and promoter group of the company will remain the same.
- 10. Undertaking for Re-computation of Issue Price:** The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.
- 11. Undertaking that if the amount payable on account of the re-computation of price is not paid:** The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s).
- 12. Disclosures under 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:** Neither the Company, nor any of its directors or promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. The proposed preferential issue is not being made to any person who shares land border with India.
- 13. The current and the proposed status of the allottees(s) post the preferential issue:** As mentioned in "Annexure A"
- 14. Practicing Company Secretary's Certificate:** As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the Practicing Company Secretary of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between April 19, 2024 and May 18, 2024 up to the last day of the voting of Postal Ballot is also uploaded at the website of the Company at weblink <https://aniintegratedservices.com/>.
- 15. The date of Passing Board Resolution for approving Preferential Issue:** Wednesday, April 17, 2024.
- 16. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE'). Equity Shares are frequently traded and accordingly the trading volume of the shares of the Company on NSE has been considered in accordance with the SEBI (ICDR) Regulations.
As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares and Warrants will be issued at a price of '**100**' per Equity Share / Equity Warrant which is more than the higher of the following:
 - (a) '80.15' per Share – being the 90 trading days' volume weighted average price of the Company's shares quoted on the NSE preceding the Relevant Date; or
 - (b) '96' per Share – being the 10 trading days' volume weighted average prices of the Company's shares quoted on the NSE preceding the Relevant Date;
 - (c) '96' per share being the price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company at <https://aniintegratedservices.com/>
- 17. Adjustments for Warrants:** The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under the investment agreement with the investor, applicable rules, regulations, and laws as applicable from time to time

The per share and warrant price is determined on the basis of the pricing certificate received from M/s

ValuGenius Advisors, LLP, Registered Valuer, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

18. Name and address of Valuer who performed valuation:

Name: CA Jainam Shah Partner of M/s ValuGenius Advisors LLP

IBBI Registered No.: IBBI/RV-E/07/2023/197

Address: 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai-400092

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

20. The amount which the Company intends to raise by way of issue: up to approximately INR 20,00,00,000/- (Rupees Twenty Crores Only) (assuming exercise of rights attached to all Warrants).

21. Material terms of issue of Equity Shares and Equity Warrants:

(a) Equity Shares:

100% of the issue price shall be payable on application. The Equity Shares including the equity shares to be issued and allotted upon exercise of right attached to the Warrants shall be made fully paid up at the time of allotment and be allotted in dematerialized form only. The said equity shares shall rank pari passu in all respects with the then existing equity shares of the Company. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.

(b) Equity Warrants:

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

(i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of ` 10 each to the Warrant holders.

(ii) An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the right attached to Warrant(s). The amount paid against Warrants shall be adjusted /appropriated against the Issue Price for the resultant equity share(s).

(iii) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

(iv) The Warrants themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company.

(v) As may be required/deemed appropriate, the Company shall apply for the listing and trading approvals for the Warrants and / or Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules, and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).

(vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend and voting rights with the then existing Equity Shares of the Company.

(vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

(viii) The Warrant holders shall be entitled to all future corporate actions including but not limited to the issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holders.

22. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them:

The Equity Shares are being offered to the following: -

Sr. No.	Name of the Investor	No. of Equity Shares	No. of Equity Warrants	Percentage of capital held before the preferential issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee*
1.	Pooja Equiresearch Pvt. Ltd.	1,30,000	NA	NIL	1.11
2.	Vimla Dangi	25,000	NA	NIL	0.21
3.	Ayushi Dangi	15,000	NA	NIL	0.12
4.	Kesar Devi Dangi	10,000	NA	NIL	0.08
5.	Frigerio Conserva Allana Pvt. Ltd.	50,000	NA	NIL	0.42
6.	Sumit Rohatgi HUF	50,000	NA	NIL	0.42
7.	Rajiv Goyal (1 st Joint Holder) & Garima Goyal (2 nd Joint Holder)	50,000	NA	NIL	0.42
8.	Saloni Jain	25,000	NA	NIL	0.21
9.	Prashant Sheth	25,000	NA	NIL	0.21
10.	Kulbeer Walia	20,000	NA	NIL	0.17
11.	Pravina Vora	20,000	NA	0.11	0.26
12.	Parth Gala	20,000	NA	NIL	0.17
13.	Jigna Vora	15,000	NA	NIL	0.12
14.	Nikita Vora	15,000	NA	0.07	0.18
15.	Dhiren Kothari	10,000	NA	NIL	0.08
16.	Purvi Kariya	10,000	NA	NIL	0.08
17.	Deena Dedhia	10,000	NA	NIL	0.08
18.	Navin Nandkumar Korpe	83,692	6,77,141	30.88	32.11
19.	Akshay Navin Korpe	40,822	3,30,287	15.06	15.66
20.	Kedar Navin Korpe	40,486	3,27,572	14.94	15.53

**Assumption full subscription and full conversion of warrants*

23. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price: The Company has not made any allotment on preferential basis during the previous and current financial year.

24. Principle terms of assets charged as securities: Not Applicable

25. Adjustments for Equity Shares: In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price, and the number of Equity Shares to be allotted on shall be subject to appropriate adjustments, as permitted under applicable rules, regulations, and laws as applicable from time to time.

26. Relevant Date: The 'Relevant Date' for determining the issue price of the Equity Share is Thursday, April 18, 2024, being 30 working days prior to the last day of voting on this Postal Ballot Notice i.e. Saturday, May 18, 2024.

27. Lock-in: The Resultant Equity Shares to be issued and allotted as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

28. Other relevant details:

The Investors have not sold / transferred any Equity Shares preceding the 90 trading days preceding the Relevant Date.

Post allotment, pursuant to preferential issue of Equity Shares and equity warrants (assuming full conversion), there will be an increase in equity share capital by Rs. 2,00,00,000 (Rupees Two Crores Only) and there will be an increase in securities premium by Rs. 18,00,00,000/- (Rupees Eighteen Crores Only).

The issue of the aforesaid equity shares and equity warrants will be within the limits of the authorized share capital, which is proposed to be increased in agenda no. 01 of this notice. The Board of Directors believe that the proposed issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Shareholders.

None of the Directors, Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution apart from the extent of their shareholding & directorship in the Company and their subscription in the aforesaid issue.

ITEM NO. 3:

Appointment of Mr. Shrikant Venkatrao Jainapur bearing DIN: 05147303 as Independent Director of the Company:

Based on the recommendation of the nomination and remuneration committee, the Board of Directors at their meeting held on April 17, 2024, approved the appointment of Mr. Shrikant Venkatrao Jainapur (DIN: 05147303), as an Additional Director (till the next general meeting or for a period of three months from the date of appointment, whichever is earlier) designated as independent director not liable to retire by rotation, for a tenure of 5 consecutive years commencing from April 17, 2024 to April 16, 2029, subject to shareholders approval.

Shrikant Jainapur has over 41 years of wide Industry experience in Engineering, Project Management, Business Development having worked with diverse companies within and outside India.

Shrikant Jainapur has worked in several large organizations – last being as Chief Executive of L&T-Sargent & Lundy. He brings extensive Industry experience in Engineering, Project Management and Business Operations.

During his long stint with Tata Honeywell, he was the core member of several growth initiatives including Tata Business Excellence Module (TBEM).

As Executive Director of Joint Venture Company - Stone & Webster Rolta Ltd, (Presently known as Technip FMC), he was responsible for setting up of World Class Engineering Centre in India way back in 2004.

During his stint with Reliance Infrastructure Ltd as Sr. Vice President he was responsible for setting up of "Centre of Engineering Excellence" to execute large Power Projects of Reliance ADA Group – including Ultra Mega Power Projects (UMPP's).

Shrikant Jainapur has been involved in Business Process Re-Engineering and Business Transformation in the past. He is a certified Six Sigma Black Belt and has handled several key top management positions.

He has recently superannuated from L&T-Sargent & Lundy Ltd. as Chief Executive Officer. L&T-Sargent & Lundy is a premier Engineering Joint Venture company in the area of Power Projects.

Jainapur is an alumnus of NIT Calicut – 1982 Mechanical Engineering batch.

The Company has received necessary consent to act as a Director and requisite declaration from Mr. Shrikant Venkatrao Jainapur confirming that he meets criteria of independence as prescribed under the act and SEBI LODR Regulations along with a declaration of independence from Mr. Shrikant Venkatrao Jainapur. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director without any external influence.

Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Shrikant Venkatrao Jainapur is a person of integrity, fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Mr. Shrikant Venkatrao Jainapur possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at <https://www.aniintegratedservices.com/> and will be available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Saturday, May 18, 2024.

Members seeking to inspect such document can send an e-mail to cs@aniintegrated.com Additional information in respect of Mr. Shrikant Venkatrao Jainapur, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Shrikant and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

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

ITEM NO. 4:

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company is planning to expand the horizon of the business overseas to pursue the same objects as we are doing within India. Since, the object clause of the Memorandum of Association ("MOA") restricts the scope within India only. Hence, it is proposed to amend the object clause by way of substitution of the word "or elsewhere" from "or overseas" in clause 1 (a) and (b) of MOA as follows:

"To carry on in India 'or overseas' the business to manufacture, produce, process, convert, assemble, fabricate, prepare, manipulate, install, import, export, buy, sell, supply, and to act as agent, indentor, franchiser, distributor, consignor, stock list, developer, job worker, consultant and or otherwise to deal in all types of electronic components, devices, systems, instruments, equipments, appliances, parts, fittings, accessories, chips, circuits, relays, connectors, coils, diodes, electrodes, valves, condensers, transformers, speakers, resistance etc. used in all types of industrial, domestic, automobile, defense, railways, waterways, information technology, software development, medical, entertainment of the foregoing objects.

"To carry on in India 'or overseas' the business of Erection and Installation of Electrical/ Instrumentation/Mechanical Turnkey Projects', Operations and Maintenance, Commissioning, Assistance, Shutdown Services and Manpower deputation, sourcing, providing and recruiting engineers and other skilled and semi-skilled or otherwise trained manpower to various entities and doing resource management and continuous skill enhancement of the resource provided."


In view of the above, the Board of Directors of the Company in their meeting held on 17th April 2024 has considered and recommended to amend the Object Clause of MOA as proposed in the Resolution set out in Item No.4 of this Postal Ballot Notice, subject to approval of the Members and other statutory and regulatory approvals, as applicable.

As per the provisions of Section 4 and 13 of the Companies Act, 2013, any amendment to the Object Clause of the MOA requires approval of the shareholders by passing a special resolution. Hence the Board recommends passing of the resolution as set out in Item No 4 of this Notice as a Special Resolution.

Copy of MOA post incorporating above amendment is available to Members for inspection at the Corporate Office of the Company on working days i.e. from Monday to Friday during 10:30 a.m. to 5.00 p.m. up to the date of declaration of result of postal ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in this resolution.

For ANI Integrated Services Limited

NAVIN NANDKUMAR KORPE  Digitally signed by NAVIN
NANDKUMAR KORPE
Date: 2024.04.18 21:44:52 +05'30'

Navin Nandkumar Korpe
Managing Director
DIN: 02200928
Address: Flat No. 6 Ashirwad,
G. V. Scheme Road No.1,
Mulund East, Mumbai – 400081.

Date: April 17, 2024

Place: Thane

ANNEXURE A TO THE EXPLANATORY STATEMENT

Name of the Investor	Pre-Issue Shareholding	% of Shareholding (Pre-Issue)	Category / Status of Investor (Pre-Issue)	Post Issue Shareholding	% of shareholding (Post Issue)	Category / Status of Investor (Post Issue)
Pooja Equiresearch Pvt. Ltd.	NIL	NIL	Non-Promoter / Body Corporate	1,30,000	1.11	Non-Promoter / Body Corporate
Vimla Dangi	NIL	NIL	Non-Promoter / Individual	25,000	0.21	Non-Promoter / Individual
Ayushi Dangi	NIL	NIL	Non-Promoter / Individual	15,000	0.12	Non-Promoter / Individual
Kesar Devi Dangi	NIL	NIL	Non-Promoter / Individual	10,000	0.08	Non-Promoter / Individual
Frigerio Conserva Allana Pvt. Ltd.	NIL	NIL	Non-Promoter / Body Corporate	50,000	0.42	Non-Promoter / Body Corporate
Sumit Rohatgi HUF	NIL	NIL	Non-Promoter / HUF	50,000	0.42	Non-Promoter / HUF
Rajiv Goyal (1 st Joint Holder) & Garima Goyal (2 nd Joint Holder)	NIL	NIL	Non-Promoter / Individual	50,000	0.42	Non-Promoter / Individual
Saloni Jain	NIL	NIL	Non-Promoter / Individual	25,000	0.21	Non-Promoter / Individual
Prashant Sheth	NIL	NIL	Non-Promoter / Individual	25,000	0.21	Non-Promoter / Individual
Kulbeer Walia	NIL	NIL	Non-Promoter / Individual	20,000	0.17	Non-Promoter / Individual
Pravina Vora	10,800	0.11	Non-Promoter / Individual	30,800	0.26	Non-Promoter / Individual
Parth Gala	NIL	NIL	Non-Promoter / Individual	20,000	0.17	Non-Promoter / Individual
Jigna Vora	NIL	NIL	Non-Promoter / Individual	15,000	0.12	Non-Promoter / Individual

Nikita Vora	7,200	0.07	Non-Promoter / Individual	22,200	0.18	Non-Promoter / Individual
Dhiren Kothari	NIL	NIL	Non-Promoter / Individual	10,000	0.08	Non-Promoter / Individual
Purvi Kariya	NIL	NIL	Non-Promoter / Individual	10,000	0.08	Non-Promoter / Individual
Deena Dedhia	NIL	NIL	Non-Promoter / Individual	10,000	0.08	Non-Promoter / Individual
Navin Nandkumar Korpe	29,92,120	30.88	Promoter / Individual	37,52,953	32.11	Promoter / Individual
Akshay Navin Korpe	14,59,460	15.06	Promoter / Individual	18,30,569	15.66	Promoter / Individual
Kedar Navin Korpe	14,47,460	14.94	Promoter / Individual	18,15,518	15.53	Promoter / Individual

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

ANNEXURE B TO THE EXPLANATORY STATEMENT

Brief details of Director being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment:

Name of the Director	Mr. Shrikant Venkatrao Jainapur
Director Identification Number (“DIN”)	05147303
Designation	Non-Executive Independent Director
Date of Birth	15/04/1960
Age	64 years
Nationality	Indian
Date of First Appointment on the Board	April 17, 2024
Relationship with Directors and KMPs of the Company	None
Qualification	Mechanical Engineering from National Institute of Technology in the year 1982
Experience/ Expertise in specific functional area	Refer Explanatory Statement
Details of Board Meetings attended by the Director during the year	Nil
Terms and Conditions of Appointment along with remuneration	As per the Resolution and Explanatory Statement.
Remuneration last drawn	Not Applicable
List of Directorships held in other Companies	Nil
Membership/Chairmanship of Committees across other Companies.	Nil
Number of shares held in the Company including shareholding as beneficial owners	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement
Justification for choosing the appointee for appointment as Independent Director	Refer Explanatory Statement
Listed entities from which the person has resigned in the past three years	Not Applicable as no other Directorship.