

TO WHOM SO EVER IT MAY CONCERN

Subject: Synopsis w.r.t. a single shareholder towards Amalgamation of Integra India Group Company Limited with Integra Engineering India Limited and allotment of Equity Shares to Integra India Shareholders:

Reg: In the matter of Composite Scheme of Arrangement in the nature of Amalgamation ("Scheme") of Integra India Group Company Limited (IIGCL/Transferor Company) with Integra Engineering India Limited (IEIL/Transferee Company) and reorganization of Share Capital of IEIL.

With reference to above, we produce the salient features of the Scheme relating to the Reduction of issued, subscribed and paid up Equity Share Capital of the Integra Engineering India Limited (Transferee Company) as under:

- 1) We now request your good selves to refer para 10.3.1 of the Scheme, wherein it has been provided that Upon the coming into effect of this Scheme IEIL (the Transferee Company) shall issue and allot to the equity shareholders of IIGCL (The Transferor Company) or his/her/its legal heirs, executors/administrators, successors, as the case may be, equity shares of the face value of Rs. 1/- each, credited as fully paid up, of IEIL, in the ratio of 27 (Twenty Seven) equity shares of the face value of Re. 1/- each of IEIL for every 2 (Two) equity shares of the face value of Rs. 10/- each, credited as fully paid up, held on Record Date by such shareholders in IIGCL.
- 2) The ratio in which equity shares of the Transferee Company (IEIL) are to be issued and allotted to the shareholders of the Transferor Company (IIGCL) is herein referred to as the Share Exchange Ratio. In the event that the Transferee Company (IEIL) restructures its equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to take into account the effect of such corporate action.
- 3) The share certificate of the Transferor Company (IIGCL) in relation to the shares held by its equity shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to the reorganisation of capital and new equity shares with the revised number of equity shares will be issued by the Transferee Company (IEIL).

INTEGRA Engineering India Limited

Registered Office & Works Unit - I : Post Box No. 55, Chandrapura Village, Tal. : Halol - 389 350. Dist. Panchmahals, Gujarat, India
Phone : +91-2676-221870, 222772, 222773, 222774, Fax : +91-2676-220887

Works Unit - II : Halol-Champaner Road, P.O. Chandrapura, Tal. : Halol - 381 520. Dist. Panchmahals, Gujarat, India
Phone : +91-2676-220135, Fax : +91-2676-225435

4) Issue of shares in dematerialized/physical form:

- (i) In so far as the issue of new equity shares by IEIL (Transferee Company) pursuant to Clause 10.3.1 of scheme is concerned, each of the shareholders of IIGCL(Transferor Company) holding shares in physical form shall have the option, exercisable by notice in writing by them to the Transferee Company on or before the Record Date, to receive, the new equity shares of the Transferee Company either in certificate form or in dematerialised form, in lieu of their shares in the IIGCL(Transferor Company) in accordance with the terms hereof. In the event that such notice has not been received by IEIL (Transferee Company) in respect of any of the members of IIGCL (Transferor Company), the shares of the IEIL (Transferee Company) shall be issued to such members in physical form. Those of the members of IIGCL(Transferor Company) who exercise the option to receive the shares in dematerialised form shall be required to have an account with a depository participant and shall provide full details thereof and such other confirmations as may be required in the notice provided by such shareholder to IEIL(Transferee Company). It is only thereupon that IEIL (Transferee Company) shall issue and directly Credit the demat/dematerialised securities account of such member with the new equity shares of IEIL (Transferee Company). The physical share certificates representing the equity shares of the IIGCL (Transferor Company) shall stand automatically and irrevocably cancelled on the issue of new equity by the Transferee Company in terms of Clause 10.3.1 of the Scheme.
- (ii) Each of the members of IIGCL (Transferor Company) holding shares of IIGCL (Transferor Company) in dematerialised form shall have the option, exercisable by notice in writing by them to IEIL(Transferee Company) on or before the Record Date, to receive, the new equity shares of IEIL(Transferee Company)either in certificate form or in dematerialised form, in lieu of their shares in the Transferor Company in accordance with the terms hereof. In the event that such notice has not been received by IEIL (Transferee Company) in respect of any of the members of IIGCL (Transferor Company), the shares of IEIL(Transferee Company) shall be issued to such members in dematerialised form as per the records maintained by the National Securities Depository

INTEGRA Engineering India Limited

Limited and/or Central Depository Services (India) Limited on the Record Date in terms of Clause 10.3.1 of the Scheme .

5) Pending share transfers, etc.:

- (i) In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of IIGCL(Transferor Company), the Board of Directors of IEIL (Transferee Company) shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Transferor Company, after the effectiveness of this Scheme;
- (ii) The new equity shares to be issued by IEIL (Transferee Company) pursuant to this Scheme in respect of any equity shares of the Transferor Company which are held in abeyance under the provisions of Section 206A of the Act or otherwise shall pending allotment or settlement of dispute by order of Court or otherwise, be held in abeyance by the Transferee Company.

6) New Equity Shares subject to same terms:

- (i) The new equity shares issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and shall inter-se rank pari passu in all respects with the then existing equity shares of the Transferee Company, including in respect of dividend, if any, that may be declared by the Transferee Company on or after the Effective Date;
- (ii) The new equity shares of the Transferee Company issued interms of Clause 10.3.1 of this Scheme will be listed and/or admitted to trading on the Bombay Stock Exchange Limited where the shares of the Transferee Company are listed and/or admitted to trading. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said stock exchanges.

INTEGRA Engineering India Limited

7) Obtaining of approvals:

For the purpose of issue of equity shares to the shareholders of the Transferor Company, the Transferee Company shall, if and to the extent required, apply for and obtain the required statutory approvals and approvals of other concerned regulatory authorities for the issue and allotment by the Transferee Company of such equity shares.

8) Fractional Entitlement:

No fractional certificates, entitlements or credits shall be issued or given by the Transferee Company in respect of the fractional entitlements, if any, to which the shareholders of the Transferor Company are entitled on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme. The Board of Directors of the Transferee Company shall instead consolidate all such fractional entitlements to which the shareholders of the Transferor Company may be entitled on issue and allotment of the equity shares of the Transferee Company as aforesaid and shall, without any further application, act, instrument or deed, issue and allot such fractional entitlements directly to an individual trustee or a board of trustees or a corporate trustee (the "Trustee"), who shall hold such fractional entitlements with all additions or accretions thereto in trust for the benefit of the respective shareholders to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such fractional entitlements in the market at such price or prices and at such time or times as the Trustee may in its sole discretion decide and on such sale pay to the Transferee Company the net sale proceeds thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Company in proportion to their respective fractional entitlements.

Kindly take this information on your record and oblige us.

For and on behalf of
Integra Engineering India Limited



Mayank Joshi
Company Secretary

INTEGRA Engineering India Limited

Registered Office & Works Unit - I : Post Box No. 55, Chandrapura Village, Tal. : Halol - 389 350. Dist. Panchmahals, Gujarat, India
Phone : +91-2676-221870, 222772, 222773, 222774. Fax : +91-2676-220887

Works Unit - II : Halol-Champaner Road, P.O. Chandrapura, Tal. : Halol - 381 520. Dist. Panchmahals, Gujarat, India
Phone : +91-2676-220135. Fax : +91-2676-225435