

INTEGRATED PROTEINS LIMITED

Notice of AGM

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of the Company will be held on **Thursday, 27th September, 2018** at 11:00 a.m. at the Registered Office of the Company situated at **City Point, Opp-Town Hall, Jamnagar – 361 008, Gujarat**, to transact the following business:

❖ **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr Vinod Prabhulal Mehta, Director [DIN: 00094718]**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint, M/s. Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar hereby as statutory auditors of the Company.

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, M/s. Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar, be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the AGM of the Company to be held in the year 2022 for the financial year 2021-22 and that the Board of Directors be and are hereby authorized to fix such remuneration as agreed upon between the Auditors and the Board of Directors.”

❖ **Special Business:**

4. To pass with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, read with the Master Directions on Foreign Investment dated January 4, 2018 issued by Reserve Bank of India, the Consolidated FDI Policy effective from August 28, 2017, as subsequently amended, and all other

INTEGRATED PROTEINS LIMITED

Notice of AGM

applicable rules, and regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, the limit of investment by Non Resident Indians (as defined under FEMA) in the Equity Shares of the Company under the Portfolio Investment Scheme under FEMA be and is hereby increase from 10% to 24% of the paid up Equity Share Capital of the Company.”

RESOLVED FURTHER THAT Mr. Arvind K. Shah, Managing Director, Mr. Piyush Vora, Director & CFO of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including intimating the RBI of the increase in investment limit applicable to NRI's and filing of necessary forms with ROC.”

For & on Behalf of the Board Directors
Integrated Proteins Limited

Date : 29/08/2018
Place : Jamnagar

(Arvindbhai K. Shah)
Managing Director
[DIN: 0094647]

(Piyush C. Vora)
Director & CFO
[DIN: 00296074]

Address of Registered Office:

M/s. Integrated Proteins Limited,
CIN: L15400GJ1992PLC018426
City Point, Opp. Town Hall,
Jamnagar – 361 008,
Gujarat - India.

Contact Details:

Phone: 0288-2551901, 2551902, 2551903
E-Mail Id: ps@arcadia.co.in
Website: www.integratedproteins.com

INTEGRATED PROTEINS LIMITED

Notice of AGM

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

ITEM NO 3:

The Board has received consent from CA Sarvesh A. Gohil, Partner of Doshi - Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar for acting as a Statutory Auditor of the Company.

The board has recommended their appointment as statutory auditor of the company from this annual general meeting till the conclusion of Annual General Meeting to be held in year 2022.

No Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 3.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO 4:

As per the Consolidated Foreign Direct Investment Policy, the permissible limit under portfolio investment schemes through exchanges/any other manner for NRIs is restricted to 10 percent of the paid up capital of the Company and the same can be raised to 24 percent of the total paid up capital of the Company through a resolution by the Board of the Company followed by a special resolution to that effect by the General Meeting.

During the year under review, company forfeited 4, 71, 600 Equity shares which resulted in consequent reduction of share capital by that much number of shares. Due to forfeiture of shares and consequent reduction of share capital, the investment by Non-Resident Indians (NRI) exceeded permissible limit specified by RBI, which is informed by the Apex Bank to the Company through its letter FE.CO. FID/10271/11.01.091/2017-18 dated June 13, 2018.

In this context, the Board of Directors considers it appropriate that necessary approval of the shareholders by way of special resolution be obtained, so that the permissible limit of investment by Non Resident Indians (NRIs)

INTEGRATED PROTEINS LIMITED

Notice of AGM

be increased from 10 % to maximum of 24% of the paid up equity share capital of the Company or such other limit prescribed by Reserve Bank of India, from time to time.

No Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 4.

The Board recommends this Special Resolution for your approval.

NOTES:

- A. A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- B. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 20, 2018 TO Thursday, September 27, 2018**(both days inclusive) for the purpose of Annual General Meeting.
- C. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company’s Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Ltd.
- D. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depository Participants (s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.

INTEGRATED PROTEINS LIMITED

Notice of AGM

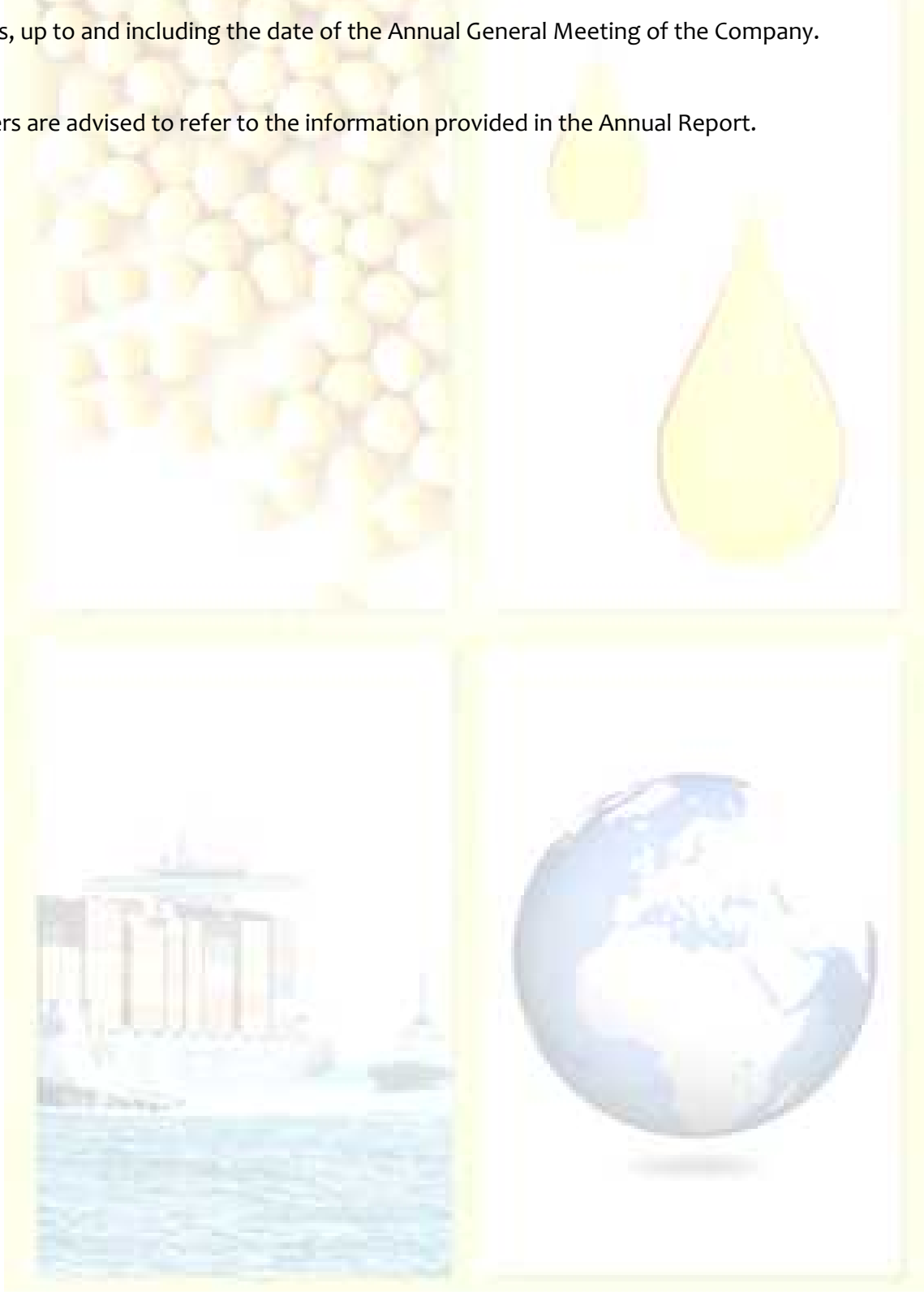
- E. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website www.integratedproteins.com for their download.
- F. In terms of Section 152 of the 2013 Act, **Mr Vinod Prabhulal Mehta, Director [DIN:00094718]**, retire by rotation at this Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company re -commends his re-appointment.
- G. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL).
- H. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, 21st September, 2018** i.e. cutoff date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday, 24th September, 2018 and will end at 5.00 p.m. on Wednesday, 26th September, 2018. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed CS Vijay Anadkat, Practising Company Secretary to act as the Scrutinizer & scrutinize the entire e-voting process and polling process in Annual General Meeting in a fair and transparent manner. The instructions for e-voting with User Id and Password is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. The instructions for remote e-voting are give hereunder after closure of notes.

INTEGRATED PROTEINS LIMITED

Notice of AGM

I. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

J. Members are advised to refer to the information provided in the Annual Report.



INTEGRATED PROTEINS LIMITED

Notice of AGM

BRIEF PROFILE OF DIRECTOR SEEKING RE - APPOINTMENT:

1. Mr Vinod Prabhulal Mehta, Director [DIN:00094718],:

Director's Name	Mr Vinod Prabhulal Mehta
Age	72 years
Date of Appointment as Director in Company	29/04/1993
Qualification	B.Com. , Chartered Accountant
Experience in specific functional area	Having Financial Expertise
Directorship held in other public limited Indian Companies (excluding Directorship in Integrated Proteins Limited)	Nil
Membership/Chairmanship of Committees public limited Indian Companies (excluding Membership/ Chairmanship of Committees in Integrated Proteins Limited)	Nil

Date : 29/08/2018

Place : Jamnagar

For & on Behalf of the Board of Directors
Integrated Proteins Limited

(Arvindbhai K. Shah)
Managing Director
[DIN: 0094647]

(Piyush C. Vora)
Director & CFO
[DIN: 00296074]

INTEGRATED PROTEINS LIMITED

Notice of AGM

Instructions for e-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 25th Annual General Meeting of the Company.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Authorized Agency to provide e-voting facilities.

The e-voting facility will be available commence at 9.00 a.m. on **Monday, 24th September, 2018** and will end at 5.00 p.m. on **Wednesday, 26th September, 2018**.

The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is **September 21st, 2018**. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Attention is invited to the statement on the accompanying Notice that all businesses at the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

E-voting instructions :-

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

INTEGRATED PROTEINS LIMITED

Notice of AGM

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password

INTEGRATED PROTEINS LIMITED

Notice of AGM

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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csvijayanadkat@yahoo.com with a copy marked to evoting@nsdl.co.in.
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

INTEGRATED PROTEINS LIMITED

Notice of AGM

section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

In case of any queries, related to website or other issues you may contact NSDL Help Desk at Tel No. (Toll Free) 1800-222-990 /022-2499 4600/ e-mail at evoting@nsdl.co.in

Contact: Mr. Amit Vishal - 022-24994360/Mr Sagar Dharankar - 022-24994262 / Mr. Rajeev Ranjan - 022-24994738

Mail at:

National Securities Depository Limited,
TradeWorld, 'A'Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
MUMBAI 400 013

Email at:

evoting@nsdl.co.in

CS Vijay Anadkat, Practicing Company Secretaries (Membership No. A27373) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results shall be declared on or after the AGM of the Company. The Results along with the Scrutinizer's Report (s) will be available on the website of the Company www.integratedproteins.com and on NSDL's website <https://www.evoting.nsdl.com> within two (2) days of passing of the resolutions at the AGM and communicated to the BSE Limited, where the shares of the Company are listed.

INTEGRATED PROTEINS LIMITED

Notice of AGM

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

Integrated Proteins Limited, CIN: L15400GJ1992PLC018426

City Point, Opp. Town Hall, Jamnagar – 361 008

Name of the Member(s): _____
Registered address: _____ _____
E-mail Id: _____
Folio No/ Clint Id: _____
DP ID: _____

I/ We being the member of, holding....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **25th Annual General Meeting** of members of the Company, to be held on Thursday, **27th September, 2018** at the registered office of the Company at

INTEGRATED PROTEINS LIMITED

Notice of AGM

City Point, Opp. Town Hall, Jamnagar – 361008, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Assent/Dissent/Neutral
ORDINARY BUSINESS :	
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 and the report of the Board of Directors and Auditors thereon	
2. To appoint a Director in place of Mr. Vinod P. Mehta, Director (DIN : 00094718) who retires by rotation and being eligible, offers himself for re-appointment.	
3. To appoint, M/s. Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar hereby as statutory auditors of the Company.	
SPECIAL BUSINESS :	
4. To increase limit of investment by Non-Resident Indian from 10% to 24% of the paid-up capital of the company	

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

INTEGRATED PROTEINS LIMITED

Notice of AGM

ROUTE MAP OF THE AGM VENUE

