



INTEGRATED PROTEINS LIMITED

Registered Office: City Point, 5th Floor, Opp. Town Hall, Jamnagar – 361 001, Gujarat, India

Phone: (0288) 2551901 **Fax:** (0288) 2552566

Email ID: ps@arcadia.co.in/ipl.investors@gmail.com/ipl.complianceofficer@gmail.com

Website: www.integratedproteins.com

CIN: L15400GJ1992PLC018426

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-ordinary General Meeting** of the Members of the Company will be held on **Thursday, 04st January, 2018** at 11:00 a.m. at the Registered Office of the Company situated at **City Point, Opp- Town Hall, Jamanagar – 361 008, Gujarat**, to transact the following business:

❖ Special Business:

1. **APPOINTMENT OF M/S. DOSHI MARU & ASSOCIATES, CHARTERED ACCOUNTANTS, JAMNAGAR 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 Extra-ordinary General Meeting to the conclusion the AGM of the Company to be held in the year 2018 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.”

Date: 30/11/2017

Place: Jamnagar

By Order of the Board of Directors,

For, **Integrated Proteins Limited**

Sd/-

(Piyush C. Vora)

Director [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



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

ITEM NO 1

The company is in receipt of resignation letter from **CA Dipak S. Varia**, Proprietor of **M/s. D. S. Varia & Co., Chartered Accountants [ICAI FRNo.: 111816W]**, Jamnagar, stating that due to preoccupation in other assignments, he will not be able to act as statutory auditor of our company further more. Board approved such resignation in their meeting held on 30.11.2017.

Further on arising of casual vacancy in the office of auditor of the company, the board approached few firms of Chartered accountants for their appointment as statutory auditor of the company. The Board has received consent from **CA Sarvesh A. Gohil**, Partner of **Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W]**, Jamnagar.

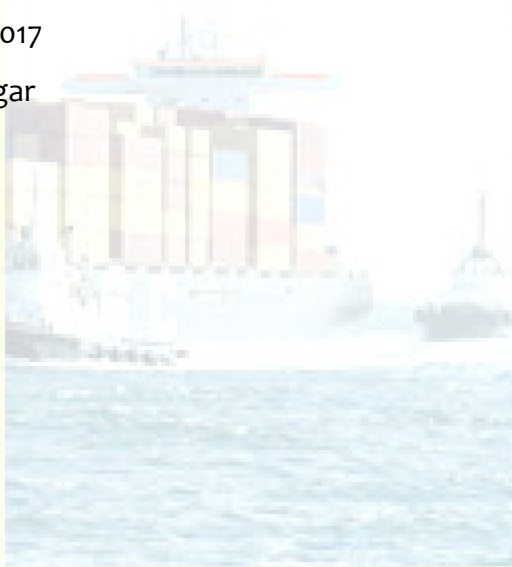
The board has recommended their appointment as Statutory auditor of the company for a term of one year for Financial Year 2017-18 in the ensuing general meeting and also to approve notice for convening Extraordinary General Meeting.

Members are requested to pass the said Resolution as an Ordinary Resolution.

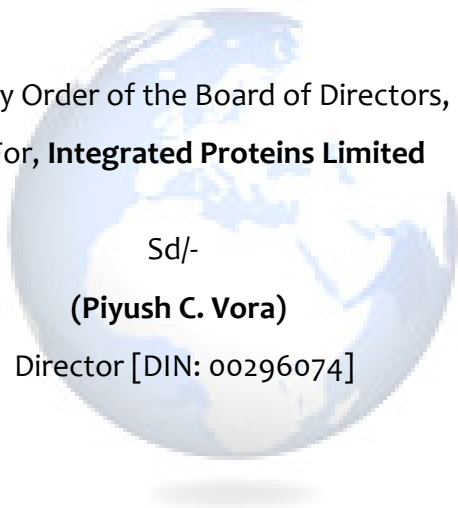
None of the directors is interested in any way in the said Resolution.

Date: 30/11/2017

Place: Jamnagar



By Order of the Board of Directors,
For, **Integrated Proteins Limited**



Sd/-
(Piyush C. Vora)
Director [DIN: 00296074]

NOTES:

- A. A Member entitled to attend and vote at the Extra-ordinary 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. 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.
- C. Electronic copy of the notice 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 Notice is being sent in the permitted mode.
- D. 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 notice of Extra-ordinary General Meeting will also be available on the Company’s website www.integratedproteins.com for their download.
- E. 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 ensuing Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL).

F. 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, 29th December, 2017** i.e. cutoff date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Extra-ordinary 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, 01st January, 2018** and will end at 5.00 p.m. on **Wednesday, 03rd January, 2018**. In addition, the facility for voting through electronic voting system shall also be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to vote at the EGM. The Company has appointed **Ms. Purvi G. Dave**, Partner, **MJP Associates**, Practising Company Secretaries to act as the Scrutinizer & scrutinize the entire e-voting process and polling process in Extra-ordinary 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.

G. 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 Extra-ordinary General Meeting of the Company.

H. Members are advised to refer to the information provided in the Notice.



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 ensuing Extra-ordinary 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, 01st January, 2018** and will end at 5.00 p.m. on **Wednesday, 03rd January, 2018**.

The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is **December 29, 2017**. 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.

Please read the instructions given below before exercising the vote.

- i. Open the PDF file “e-Voting.pdf” with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- ii. If you are already registered with NSDL for e-voting then you have to use your existing user ID and Password/ PIN to cast your vote.
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iv. Click on “Shareholder – Login”
- v. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Home page of e-voting opens. Click on “e-Voting: Active Voting Cycles”.

- viii. Select “EVEN” (E-voting Event Number) of Integrated Proteins Limited
- ix. Now you are ready for e-voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to dave.purvig@gmail.com with a copy marked to 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 / e-mail at helpdesk@nsdl.co.in

Contact: Mr. Mandar Gayakwad - 022-24994559/Ms. Pallavi Majtre - 022-24994545 / 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 (Ms.) Purvi Dave, Partner, *MJP Associates*, Practising 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 EGM 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 resolution at the EGM and communicated to the BSE Limited, where the shares of the Company are listed.

INTEGRATED PROTEINS LIMITED

REGISTERED OFFICE : CITY POINT, OPP. TOWN HALL, JAMNAGAR - 361 001.
ATTENDANCE SLIP

Folio No. :

I hereby record my presence at the Extra-ordinary General Meeting of the Company to be held at 11:00 a.m. on Thursday, 04th January, 2018 at registered office of the company situated at City Point, Opposite Town Hall, Jamnagar - 361 001.

Signature of the attending member / proxy

- Note :
1. Shareholder / Proxyholder wishing to attend the meeting must bring the attendance Slip to the meeting and handover at entrance duly signed.
 2. Shareholder / Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting as copies will not be distributed at the meeting.
 3. If the joint holders wish to attend the meeting, attendance slip may be taken from the Registered Office of the Company as no attendance slip will be given at the venue of the meeting.

INTEGRATED PROTEINS LIMITED

REGISTERED OFFICE : CITY POINT, OPP. TOWN HALL, JAMNAGAR - 361 001.
PROXY

I / We
of in the district of being a
Member / members of the above named Company, hereby appoint
of in the district of
Extra-ordinary General Meeting of the Company, to be held on Thursday, 04th January, 2018 at 11:00
a.m. and at any adjournment there of.

Signed this day of 20..

Reference Folio

No. of Shares

Signature

Affix
Rs. 1
Revenue
Stamp

Notes : The Proxy must be returned so as to reach the Registered Office of the Company at City Point, Opp. Town Hall, Jamnagar - 361 001. Not less than Forty-eight hours before the time of holding at aforesaid meeting.

BOOK - POST

To,

If undelivered, please return to :
INTEGRATED PROTEINS LIMITED
City Point,
Opp. Town Hall,
Jamnagar - 361 001.