



1 October, 2015

To,
The Chairman
Integrated Proteins Limited
City Point, Opp. Town Hall,
Jamnagar -361 008, Gujarat

Dear Sir,

Sub: Report of the Scrutinizer in respect of e-Voting on Resolutions proposed to be passed at the 22nd Annual General Meeting of Integrated Proteins Limited

I, CS Purvi Dave, Partner, MJP Associates, Practising Company Secretaries, have been appointed by the Board of Directors of Integrated Proteins Limited (the Company) to act as a Scrutinizer under Sub Rule 3(ix) of Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of e-voting on the Resolutions proposed to be passed at the 22nd Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 29th September, 2015.

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Rules, and Clause 35B of the Listing Agreement, the Members were provided with the facility to cast their votes electronically, through e-voting on items of the business, and services were provided by National Securities Depository Ltd (NSDL). NSDL had accordingly set up e-voting facility on its website <https://www.evoting.nsdl.co.in>

The cut off date for the purpose of identifying the shareholders who will be entitled to vote on the Resolutions placed for approval of the Shareholders, was 28th August, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules relating to e-voting on the Resolutions contained in the Notice of the 22nd AGM. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the Votes cast 'in favour' or 'against' the Resolutions which is based on the Report generated from the e-voting system provided by NSDL, the authorized agency engaged to provide e-Voting facilities for e-voting. This Report is neither certification nor declaration regarding compliance of applicable provisions of the Companies Act, 2013.

The votes were unblocked on September 29, 2015, as Scrutinizer, in the presence of two witnesses, namely Mr. Hardik Gandhi, and Mr. Nikhil Gajjar, who were not in employment of the Company.



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Thereafter the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from e-voting website of National Securities Depository Limited (NSDL).

A summary of e-voting and the Results of e-voting Process is as given below :

Sr. No.	Particular of Resolution	Votes in favour	Votes against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon	126200	0.00
2	To appoint a Director in place of Mr. Vinod Mehta, who retires by rotation and, being eligible, offers himself for re-appointment	126200	0.00
3	To appoint a Director in place of Mr. Arvind Shah, who retires by rotation and, being eligible, offers himself for re-appointment.	6500	0.00
4	To appoint a Director in place of Mr. Chandrakant Udesi, who retires by rotation and, being eligible, offers himself for re-appointment.	126200	0.00
5	Re appointment of M/s. D. S. Varia & Co., Chartered Accountants (ICAI Registration No. 111816W), as a Statutory Auditors of the Company for F Y 2015-16	126200	0.00
6	To appoint Mrs. Neepa Kothari (DIN: 02461588), who is appointed as an Additional Director by the Board of Directors, appointed as Director of the Company, to hold office for the term of 5 (Five) Years	126200	0.00

You may accordingly declare the Result of the e-voting.

Thanking you,

Yours Faithfully,

(CS Purvi Dave)
ACS: 27373 CP: 10462

Partner
MJP Associates
Practising Company Secretaries



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FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Integrated Proteins Limited
City Point, Opp. Town Hall,
Jamnagar- 361 008, Gujarat

Dear Sir,

Sub: 22nd Annual General Meeting of the Shareholders of Integrated Proteins Limited held on Tuesday, 29th September, 2015 at City Point, Opp. Town Hall, Jamnagar, Gujarat.

I, CS Purvi Dave, Partner, MJP Associates, Practising Company Secretaries, have been appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned Resolutions at the 22nd Annual General Meeting of the Shareholders of Integrated Proteins Limited (the Company) held on Tuesday, 29th September, 2015 at Registered office at City Point, Opp. Town Hall, Jamnagar- 361 008, Gujarat, submit my Report as under:

1. After the time fixed for closing of the Poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The Result of the Poll is as under :

a) RESOLUTION NO. 1 as an Ordinary Resolution :-

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon :

Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
25	13,80,140	100





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(i) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(ii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

* Out of total 26 members who were present in the Meeting, 1 Member has caste vote on this Resolution but due to signature mismatch is not considered as valid vote.

b) RESOLUTION NO. 2 as an Ordinary Resolution:

To appoint a Director in place of Mr. Vinod Mehta, who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
22	674040	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

* Out of total 26 members who were present in the Meeting, 3 Members had not caste votes on this Resolution # 1 Member has caste vote on this Resolution but due to signature mismatch is not considered as valid vote.





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c) RESOLUTION NO. 3 as an Ordinary Resolution:

To appoint a Director in place of Mr. Arvind Shah, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
23	740010	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

* Out of total 26 members who were present in the Meeting, 2 Members had not cast votes on this Resolution
1 Member has cast vote on this Resolution but due to signature mismatch is not considered as valid vote.

d) RESOLUTION NO. 4 as an Ordinary Resolution :

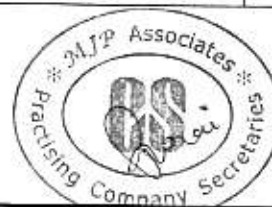
To appoint a Director in place of Mr. Chandrakant Udesi, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
25	1380140	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0



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(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

* Out of total 26 members who were present in the Meeting, 1 Member has caste vote on this Resolution but due to signature mismatch is not considered as valid vote.

e) RESOLUTION NO. 5 as an Ordinary Resolution :

Re appointment of M/s. D. S. Varia & Co., Chartered Accountants (ICAI Registration No. 111816W), as a Statutory Auditors of the Company for F Y 2015-16.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
25	1380140	100

(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

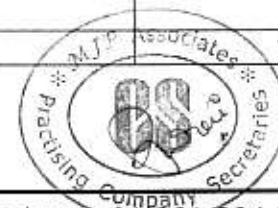
* Out of total 26 members who were present in the Meeting, 1 Member has caste vote on this Resolution but due to signature mismatch is not considered as valid vote.

f) RESOLUTION NO. 6 as an Ordinary Resolution:

To appoint Mrs. Neepa Kothari (DIN: 02461588), who is appointed as an Additional Director by the Board of Directors, appointed as Director of the Company, to hold office for the term of 5 (Five) Years.

(i) Voted in Favour of Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
22	674040	100



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(ii) Voted against the Resolution :

Total Number of members present and voting (in person or proxy)	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes :

Total Number of members present (in person or proxy) whose votes were declared invalid	Number of votes cast by them
1	800

* Out of total 26 members who were present in the Meeting, 3 Members had not casted votes on this Resolution # 1 Member has casted vote on this Resolution but due to signature mismatch is not considered as valid vote.

4. A compact disk (CD) containing a list of equity shareholders who voted "FOR", "AGAINST", and those whose votes were declared invalid for each Resolution is attached.
5. The poll papers and all other relevant records were sealed and handed over to Shri Pravinbhai Sheth, Compliance Officer authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,



(CS Purvi Dave)
ACS: 27373 CP: 10462
Partner
MJP Associates
Practising Company Secretaries



Dated this 1st October, 2015 at Jamnagar, Gujarat