

# SCRUTINIZER'S REPORT

FOR

REMOTE E-VOTING PROCESS AND VOTING AT POLL CONDUCTED AT  
THE 23<sup>rd</sup> ANNUAL GENERAL MEETING  
HELD ON 29<sup>th</sup> September, 2016

OF

## Integrated Proteins Limited

(CIN: L15400GJ1992PLC018426)

CS PURVI DAVE  
SCRUTINIZER

.....

PARTNER

*MJP* ASSOCIATES

PRACTISING COMPANY SECRETARIES

1<sup>st</sup> October, 2016

To,  
Shri Arvind K Shah,  
Chairman and Managing Director,  
Integrated Proteins Limited  
City Point, Opp. Town Hall,  
Jamnagar, Gujarat

Sub:- Scrutinizer's Combined Report on Remote E-Voting & Voting conducted at the 23<sup>rd</sup> Annual General Meeting of Integrated Proteins Limited (the Company) held at the Registered Office of the Company on Thursday, September 29, 2016.

Dear Sir,

The Board of Directors of the Company, at their Meeting held on 5<sup>th</sup> August, 2016 has appointed CS (Ms.) Purvi Dave, Partner of MJP Associates, Practising Company Secretaries, Rajkot as the Scrutinizer for the remote e-voting process and voting by poll at 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Report on Scrutiny is as under :

- ❖ The Company had appointed National Securities Depository Ltd (NSDL) as the 'Service provider', for the purpose of extending the facility of remote e-voting to the shareholders of the Company.
- ❖ M/s. Cameo Corporate Services Ltd. is the Registrar and Share Transfer Agents ('RTA') of the Company.
- ❖ NSDL had provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary business) sought to be transacted in the Annual General Meeting (AGM).



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Office 110-112 Aalap-B, Near Hotel Sarovar Portico, Opp. Shashtri Maidan, Rajkot - 360 001  
Branch 311, Madhav Plaza, Opp, SBI, Nr. Lal Bunglaw, Jamnagar - 361 001

*Mere talent is not enough, success also demands determination, direction, dedication, concentration and discipline*

- ❖ NSDL had set up an electronic voting facility on their website, <https://www.evoting.nsdl.co.in>. The Company had uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also the Service Provider to facilitate their Members to cast their votes through remote e-voting.
- ❖ The notice of annual general meeting was sent to all the members, whose name appeared in the Register of Members as on Friday August 26, 2016.
- ❖ The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- ❖ The person whose name appeared in the register of members as on Friday, September 23, 2016 i.e. cut-off date only have been entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The remote e - voting facility was kept open from 9.00 a.m. on Monday, September 26, 2016 till 5.00 p.m. on Wednesday, September 28, 2016.
- ❖ At the end of the voting period on September 28, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have casted their votes, such as name folio and number of shares held were obtained from the service provider.
- ❖ Further, the facility to vote through Ballot Paper was provided to facilitate the members who were physically present in the annual general meeting at the venue.
- ❖ On September 29, 2016 after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, the votes cast through remote e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Hardik Gandhi, and Ms Komal Raval, who acted as the witnesses as prescribed in Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

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- ❖ After the voting at the AGM was concluded, 1 (one) ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot box were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- ❖ Thereafter, I, CS Purvi Dave as a Scrutinizer, have duly compiled details of the Remote E-voting carried out by the Members and the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

**The summary of the remote e-voting together with that of the voting conducted at the venue of AGM by way of ballot papers is as under:**

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	7	20	27
Total number of Shares held by them	126200	1369140	1495340
Valid votes	As mentioned under each one of the Resolution(s) hereunder.		
Abstained / Invalid Votes	As mentioned under each one of the Resolution(s) hereunder.		

*Note: Percentage of votes casted in 'favour' or 'against' the Resolutions are calculated based on valid votes cast through remote e-voting and physical voting at the venue of the meeting.*



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**Results of e-Voting and voting by ballot papers for Ordinary Resolution are as under:**

**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

To receive, consider and adopt the Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2016 and the Directors Report thereon and Auditors Report thereto :

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	% age	
Remote E-voting	126200	100%	Nil	Nil	Nil
Physical Voting	1369140	100%	Nil	Nil	Nil
<b>TOTAL</b>	<b>1495340</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**II) Item No. 2 of the Notice (As an Ordinary Resolution):**

To appoint a Director in place of Mr. Piyush C. Vora, Director [DIN: 00296074], who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	
Remote E-voting	126200	100%	Nil	Nil	0
Physical Voting	1359130	100%	Nil	Nil	10010
<b>TOTAL</b>	<b>1485330</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>10010</b>

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**III) Item No. 3 of the Notice (As an Ordinary Resolution):**

**Re-appointment of M/s. D. S. Varia & Co. 111816W) as a Statutory Auditors of the Company for F.Y. 2016-17.**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	
Remote E-voting	126200	100%	Nil	Nil	Nil
Physical Voting	1369140	100%	Nil	Nil	Nil
<b>TOTAL</b>	<b>1495340</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

All the Resolutions mentioned in the Annual General Meeting as above under Remote e-Voting and voting conducted at AGM by way of postal ballot papers with the requisite majority are deemed to be passed as on the date of AGM

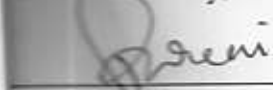
A compact disc (CD) containing a list of equity shareholders who voted in "favour" and who voted "against" and those whose votes which were declared invalid for each resolution is enclosed.

I hereby confirm that I am maintaining the electronic data received from the service provider (NSDL), in respect of the votes cast through remote e-voting and voting conducted at AGM by way of ballot papers by the members of the Company. The ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the CS (Ms.) Bindiya Chhatbar, Company Secretary & Compliance Officer of the Company for safe keeping.

CS (Ms.) Bindiya Chhatbar, is further requested to declare the voting results.

Thanking you,

Yours faithfully,



(CS PURVI DAVE)

ACS: 27373 CP: 10462



Scrutinizer of Integrated Proteins Limited

Partner

MJP Associates,

Practising Company Secretaries

Dated this 1<sup>st</sup> October, 2016

Place: Rajkot, Gujarat

Office: 110-112 Aalap-B, Near Hotel Sarovar Portico, Opp. Shashtri Maidan, Rajkot - 360 001

Branch: 311, Madhav Plaza, Opp, SBI, Nr. Lal Bunglaw, Jamnagar - 361 001