



27<sup>th</sup> September, 2014

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

Dear Sir,

**Sub: Report of the Scrutinizer in respect of e-Voting on Resolutions proposed to be passed at the 21<sup>st</sup> 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 21<sup>st</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 30<sup>th</sup> September, 2014.

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.com>

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 29<sup>th</sup> August, 2014.

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 21<sup>st</sup> 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 26, 2014, as Scrutinizer, in the presence of two witnesses, namely Mr. Ashish Amdavadi and Ms. Bindiya Chhantbar, who were not in employment of the Company.



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

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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 Balance Sheet as at 31 <sup>st</sup> March, 2014 and Statement of Profit & Loss Account for the year ended on that date together with the Auditors and Directors' Report thereon	280310	0.00
2	To appoint Director in place of Shri Piyushbhai Vora, [DIN 00296074] who is liable to retire by rotation and being eligible, offers himself for reappointment.	280310	0.00
3	To re appoint the retiring Auditors M/s. D. S. Varia & Co., Chartered Accounts Chartered Accountants, as an Auditor and authorize the Board of Directors for fix their remuneration.	280310	0.00
4	To approve Appointment of Mr. Shri Bhalchandra Vyas (DIN: 01478375), as Director (Non Executive Independent Director), to hold office of the Company, with effect from 30 <sup>th</sup> September, 2014 up to 29 <sup>th</sup> September, 2017"	280310	0.00
5	To approve Appointment of Shri Vijaykumar Dattari (DIN: 06913999), as Director (Non Executive Independent Director), to hold office of the Company, with effect from 30 <sup>th</sup> September, 2014 up to 29 <sup>th</sup> September, 2017"	280310	0.00
6	To approve Appointment of Shri Chandrasinh C Udeshi (DIN 00057240), as an Independent Director, to hold office of the Company, with effect from 30 <sup>th</sup> September, 2014 up to 29 <sup>th</sup> September, 2017"	1893702	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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*Mere talent is not enough, success also demands determination, direction, dedication, concentration and discipline*