



## **INTEGRATED PROTEINS LIMITED**

**CIN: L15400GJ1992PLC018426**

**Reg Office: 5<sup>th</sup> Floor, City Point, Off Town Hall,  
Jamnagar, Gujarat – 361005**

**Contact: 0288 2551901**

**Web: [www.integratedproteins.com](http://www.integratedproteins.com)**

**Mail : [jpl.complianceofficer@gmail.com](mailto:jpl.complianceofficer@gmail.com)**

## **NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

## NOTICE

**NOTICE** is hereby given that the **27<sup>th</sup> Annual General Meeting** of the Members of the Company will be held on **Monday, 28<sup>th</sup> September, 2020** at 11.00 a.m. through video conferencing, 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, 2020 and the reports 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.

### ❖ Special Business:

3. **Re-Appointment of Mr. Bhalchandra H. Vyas (DIN: 01478375) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), **Mr. Bhalchandra H. Vyas (DIN: 01478375)** who was re-appointed as an Independent Director of the Company by the Board of Directors effective 31<sup>st</sup> March ,2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-



appointed as an Independent Director of the Company for a period of five consecutive years with effect from 31<sup>st</sup> March, 2020 to 30<sup>th</sup> March, 2025 and the term shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of **Mr. Bhalchandra H. Vyas (DIN: 01478375)** after he attains the age of 75 years, as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **4. Re-Appointment of Mr. Vijaykumar S. Dattani (DIN: 06913999) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), **Mr. Vijaykumar S. Dattani (DIN: 06913999)** who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1<sup>st</sup> September, 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-



appointed as an Independent Director of the Company for a period of five consecutive years with effect from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2025 and the term shall not be subject to retirement by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Date: 02/09/2020**

**Place: Jamnagar**

**For and on Behalf of Board of Directors  
Integrated Proteins Limited  
Sd/-**

**Arvind K. Shah**  
**Managing Director**  
**[DIN: 0094647]**

**Piyush C. Vora**  
**Director and CFO**  
**[DIN: 00296074]**

**Address of Registered Office:**

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: [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com)

Website : [www.integratedproteins.com](http://www.integratedproteins.com)



Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27<sup>th</sup> AGM of the Company is being convened and conducted through VC.
2. In terms of Section 152 of the 2013 Act, **Mr. Vinod P. Mehta, Director [DIN:02461588]**, 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.
3. The Company has enabled the Members to participate at the 27<sup>th</sup> AGM through the VC facility provided by NSDL. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. In addition to the above, the proceedings of the 27<sup>th</sup> AGM will be web-casted live for all the shareholders. The shareholders can visit <https://www.evoting.nsdl.com> for voting and login through existing user id and password to watch the live proceedings of the 27<sup>th</sup> AGM of Company on Monday, 28<sup>th</sup> September, 2020 from 11:00 AM onwards.
5. As per the provisions under the MCA Circulars, Members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 27<sup>th</sup> AGM being held through VC.
7. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting



- at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
8. The Company has appointed CS Ankita Shah, Practising Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
  9. Since the 27<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  10. Corporate Members are required to access the email id [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com) and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.
  11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  12. The Register of Members and Share Transfer books will remain closed from **Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020** (both days inclusive).
  13. In line with the MCA Circulars, the notice of the 27<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at [www.integratedproteins.com](http://www.integratedproteins.com) , websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
  14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Chennai. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General



Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by updating it with company/STA.

15. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 27<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com)
16. The details of the Directors seeking appointment/ re-appointment at the 27<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
17. As the 27<sup>th</sup> AGM is being held through VC, the route map and the proxy form is not annexed to this Notice.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

18. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, 21<sup>st</sup> September, 2020**, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
20. The remote e-voting facility commence at 9.00 a.m. on **Thursday, 24<sup>th</sup> September 2020** and will end at 5.00 p.m. on **Sunday, 27<sup>th</sup> September 2020**. In addition to that, the members who have not casted their vote through remote e-voting , can cast their vote through e-voting available during AGM. Members who have casted their vote by remote e-voting shall not be eligible to cast their vote through e-voting during AGM.



21. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

- a) How to Log-in to NSDL e-voting website? Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/>
- b) Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholders’ section.
- c) 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.
- d) Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

22. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password 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’?  
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’.
- d) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
23. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
24. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
25. Now, you will have to click on “Login” button.
26. After you click on the “Login” button, Home page of e-Voting will open.
27. Details on Step 2 is given below:
- How to cast your vote electronically on NSDL e-Voting system?
  - 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.



- c. 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.
- d. Select “EVEN” of company for which you wish to cast your vote.
- e. Now you are ready for e-Voting as the Voting page opens.
- f. 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.
- g. Upon confirmation, the message “Vote cast successfully” will be displayed.
- h. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- i. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

28. 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 [csankitashah123@gmail.com](mailto:csankitashah123@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
29. 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](http://www.evoting.nsdl.com) to reset the password.
30. 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 section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice:

### Item No 3:

The Board of Directors of the Company at its meeting held on March 31, 2020, re-appointed Mr. Bhalchandra H. Vyas as an Independent Director of the Company for a second term of 5 consecutive years with effect from March 31, 2020, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the re-appointment of Mr. Bhalchandra H. Vyas as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Bhalchandra H. Vyas to be appointed as Director of the Company.

The Company has received a declaration from Mr. Bhalchandra H. Vyas confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received Mr. Bhalchandra H. Vyas's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Bhalchandra H. Vyas fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Considering Mr. Bhalchandra H. Vyas's deep repository of knowledge and experience of decades in the financial services sector, sharp business acumen, understanding of technology, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from March 31, 2020.



As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Bhalchandra H. Vyas as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Additional information in respect of Mr. Bhalchandra H. Vyas, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Bhalchandra H. Vyas, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No 3.

The Board of Directors recommends the resolution in relation to appointment of Mr. Bhalchandra H. Vyas as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of a Special Resolution



**Item No 4:**

The Board of Directors of the Company, through circular resolution dated 1<sup>st</sup> September, 2020, re-appointed Dr. Vijaykumar S Dattani as an Independent Director of the Company for second term of 5 consecutive years with effect from September 1, 2020, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the re-appointment of Dr. VijayKumar S. Dattani as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of VijayKumar S. Dattani to be appointed as Director of the Company.

The Company has received a declaration from Dr. VijayKumar S. Dattani confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received Dr. VijayKumar S. Dattani's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Dr. VijayKumar S. Dattani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company and he is independent of the management.

Considering Dr. VijayKumar S. Dattani's deep repository of knowledge and experience of decades in the financial services sector, sharp business acumen, understanding of technology ,the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from September 1, 2020.



Additional information in respect of Dr. VijayKumar S. Dattani, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Dr. VijayKumar S. Dattani, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item no 4.

The Board of Directors recommends the resolution in relation to appointment of Dr. VijayKumar S. Dattani as an Independent Director of the Company, as set out in Item No. 4 for approval of the members.



**ANNEXURE A**  
**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

<b>Particulars</b>	<b>Mr Vinod P. Mehta</b>	<b>Mr. Bhalchandra Vyas</b>	<b>Mr. Vijaykumar Dattani</b>
DIN	00094718	01478375	06913999
Date of Birth	15/10/1946	02/04/1948	13/02/1961
Date of Appointment	29/04/1993	30/09/2014	30/09/2014
Qualification	B.com, FCA	B.com, FCA	M.Com, M.Phil, Phd
Expertise in Special Functional expertise	Financial Expertise	Audit, Finance, Business, Advisory, Consultancies, Direct and Indirect Taxation and an international exposure	Experience in Management, Education, Social and Administration Work
Directorships in other companies	---	---	---
Membership/Chairmanship of Committees - public limited Indian Companies (excluding Membership/Chairmanship of Committees in Integrated Proteins Limited)	---	---	---
Directors' Relationship Inter se	---	---	---
No of Shares held	---	7,400	---



## ANNEXURE B

### BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

#### **Mr Vinod P. Mehta**

Mr Viond P. Mehta, a Non-Executive, Non – Independent Director is a Commerce Graduate and a Chartered Accountant by profession, is one of the promoter of the Company and is providing his vast repository of Knowledge since 1993. Mr. Mehta also serves as Chairman of Integrated Proteins Limited. He also serves as an Director in Meta Minechem (India) Private Limited, Best Warehousing Private Limited and V.P. Mehta Consultancy Private Limited. He is efficiently handling all the matters and holds expertise in financial areas with an experience of more than 2 decades.

#### **Mr. Bhalchandra H. Vyas**

Mr. Bhalchandra H. Vyas - a Non-Executive, Independent Director is a Commerce Graduate and a Chartered Accountant by profession and associated with company since 2014. Mr. Vyas's deep repository of knowledge and experience of decades in the financial services sector, sharp business acumen, understanding of technology, would benefit the company in long term. He holds the position of a Director in Ventakesh Recycling Private Limited and B.H. Vyas Private Company Limited.

#### **Dr. VijayKumar S. Dattani**

Dr. VijayKumar S. Dattani - a Non-Executive, Independent Director, a Post Graduate in Commerce, with a masters' in Philosophy and a Doctorate in research, is an Academician by Profession and associated with company since 2014. Mr. Dattani's deep repository of knowledge and experience of decades in the sector of education, management and social work, sharp business acumen, understanding of technology, would benefit the company in long term.

