

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2026-27 EXTRAORDINARY GENERAL MEETING(EGM) OF THE MEMBERS OF INTEGRATED PROTEINS LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC/OAVM") ON THURSDAY, 20th AUGUST, 2026 AT 01:00 PM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1.TO CONSIDER AND APPROVE THE SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- PER EQUITY SHARE TO FACE VALUE OF RS.1/- PER EQUITY SHARE:

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s), variation(s) or re-enactment thereof from time to time), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Board and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, if any, consent of the members be and are hereby accorded that every existing 1 (One) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided (stock split) into 10 (Ten) equity shares of face value of Rs. 1/- (Rupees One only) each fully paid up and consequently the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided with effect from the record date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division (stock split) of the equity shares of the Company, Issued and Subscribed and Paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record date to be fixed by the Company shall stand subdivided (stock split) into 10 (Ten) equity shares of face value of Rs. 1/- (Rupees One only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari-passu in all respects with the then existing equity shares with effect from the record date.

RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid, with effect from the Record Date in the following manner:

- a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/ guidelines in this regard; and

- b) for the equity Shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.”

“RESOLVED FURTHER THAT the Company shall obtain necessary listing and trading approvals from BSE Limited for the subdivided equity shares.”

“RESOLVED FURTHER THAT the Company shall obtain new ISIN for subdivided equity shares from NSDL and CDSL.”

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the equity shares held in dematerialized form, the number of sub-divided equity shares be credited proportionately into the respective beneficiary demat accounts of the shareholders with their Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

"RESOLVED FURTHER THAT any of the Directors of the company and Company Secretary , be and are hereby jointly authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division / split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/ split of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

ITEM NO.2- ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO SUB-DIVISION:

To Consider and If Thought Fit, To Pass With Or Without Modification, The Following Resolution As **“Ordinary Resolution”**.

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, subject to approval of split of share resolution, subject to

approval from BSE Limited and other statutory authorities, on the recommendation of the Board of Directors of the Company on July 9, 2026 , the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from **₹25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two crore Fifty Lacs) Equity Shares of ₹10/- (Rupees Ten only) each to ₹25,00,00,000/- (Rupees Five Crore only) divided into 25,00,00,000 (Twenty Five crore) Equity Shares of ₹1/- (Rupees One only) each."**

"RESOLVED FURTHER THAT consequent upon the aforesaid alteration in Authorized Share Capital, Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

"V. The Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Five Crore only) divided into 25,00,00,000 (Twenty Five crore) Equity Shares of ₹1/- (Rupees One only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Hiren Shah (DIN: 09842161), Director of the company and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and/or incidental thereto, and to execute all deeds, applications, documents, filing of documents with stock exchanges, filing of e-forms with Registrar of Companies and writings that may be required, on behalf of the Company and to do all such acts, deeds and matters and things from time to time, as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board to any Director(s) or Company Secretary of the Company as may be required to give effect to the above resolution." "

Item No. 3: To regularize Nitish Pratapray Mehta [DIN:09555034] as a Non- Executive Director of the Company:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other applicable provisions of the Companies Act, 2013 ("Act"), Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Articles of Association of the Company, recommendation received from the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to regularize the appointment of Mr. Nitesh Pratapray Mehta (DIN: 09555034) who was appointed as an Additional Director (Non-Executive Capacity) with effect from July 9 ,2026 , pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013

proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and the Company Secretary hereby jointly or severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Item 4 : To regularise and approve the appointment of Mr. Hiren Shah (DIN: 09842161) as Chairman and Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company and approved by the Board of Directors of the Company at their respective meetings held on July 24, 2026 and subject to other necessary approval(s) as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Hiren Shah (DIN: 09842161) as Chairman and Managing Director of the Company for a further period of Five(5) years with effect from July 24, 2026 to July 23, 2031, liable to retire by rotation, on such remuneration and other terms and conditions as set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT in accordance with Sections 197, 198 and Schedule V of the Act or Rules made thereunder or any amendments thereto as may be made from time to time, the approval of the Members of the Company be and is hereby accorded to the said appointment and terms of remuneration payable to, including increase in remuneration and / or waiver of refund of excess remuneration and / or remuneration to be paid in the event of loss or inadequacy of profits, in any financial year, including Financial Year 2026-27, during the period of said appointment of Mr. Hiren Shah, on the terms and conditions set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Hiren Shah ;

RESOLVED FURTHER THAT Mr. Hiren Shah in the capacity of Chairman and Managing Director is entitled to exercise all powers as permissible under the provisions of the Act and any other statutes in order to manage the affairs of the Company;

RESOLVED FURTHER THAT any one Director of the company or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, matters, things and execute all such documents, instruments and writings as may be considered necessary and desirable to give effect to this Resolution.”

For , **Integrated Proteins Limited**

Hiren Shah
ManagingDirector
Din: 09842161

Date:28-07-2026
Place: Jamnagar

NOTES:

The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 03/2025 dated September 22, 2025 read together with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard (collectively referred to as "MCA Circulars"), permitted companies to convene Extraordinary General Meetings ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the MCA Circulars, the EGM of the Company is being held through VC/OAVM.

The Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, July 17, 2026 and whose email IDs are registered with the Company/Depositories.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/ OAVM and participate there at and cast their votes through e-voting.

1. The Notice of Meeting is being sent through electronic mode only to those members whose email addresses are registered with the Company/Depository Participant(s) as per MCA various circulars.

2. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

3. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 is applicable and attached.

4. The Members can join the EGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/ through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ EGM without restriction on account of first come first served basis.

5. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication from the Company electronically. Members seeking further information in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to

their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their de-mat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.

7. The Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Companies Act, 2013.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

9. 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.

10. The cut-off date for determining the eligibility of members to vote by remote e-voting or voting at the EGM is Thursday, 13th August, 2026. The Company has fixed 17th July, 2026 as the date for the purpose of dispatch of Notice of EGM. Any person who acquires shares after the above said date but before the cut-off date i.e., 13th August, 2026, may obtain the ID-password from the Company's RTA i.e M/s. Cameo Corporate Services Limited.

11. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.

12. The Board of Directors has appointed **CS Ankita Shah from Vast & Co. Company Secretaries LLP**, Practicing Company Secretaries as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

13. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting period i.e. between Monday, 17th August, 2026 at 9:00 a.m. to Wednesday, 19th August, 2026 at 5:00 p.m. (both days inclusive) and e-voting at EGM. The Scrutinizer shall, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 2 working days of conclusion of Extra Ordinary General Meeting.

14. The Chairman shall declare the results of voting based on the Scrutinizer Report and the same shall be placed on the website of the Company, Cameo Corporate Services Limited (RTA) and BSE along with the report of Scrutinizer.

15. The results shall also be forwarded to the Stock Exchange within 2 working days of the conclusion of Extra Ordinary General Meeting. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form.

16. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.

17. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same.

18. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Cameo Corporate Services Limited, Subramanain Building, V Floor 1, Club House Road, Chennai 600002 the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.

19. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of shares held by them etc.

20. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.

21. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

22. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 1, 2, 3, and 4 set out above are annexed hereto.

23. All documents referred to in accompanying Notice and Explanatory Statement shall be available for electronic inspection by the members on request.

24. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 13th August, 2026 then the member may obtain Login ID and other e-Voting related details from the Company.

25. Only bona fide members of the Company, whose names appear on the Register of Members / authorised representatives, will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

26. **DECLARATION OF RESULTS ON THE RESOLUTIONS:** The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (e-voting casted during the EGM and votes cast through remote e-voting), within 2 working days from the conclusion of the EGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any,

and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

27. Members may contact Registrar and Share Transfer Agent:

Cameo Corporate Services Limited

Email: cameo@cameoindia.com website: www.cameoindia.com

28. The Notice is also available on the Company website and on BSE website.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 17th August, 2026 at 9:00 A.M. and ends on , Wednesday ,19th August ,2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 13, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13,2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository

site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders 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'?

(i) 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) 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.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 csvastllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.
3. 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 or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ipl.complianceofficer@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested

scanned copy of Aadhar Card) to ipl.complianceofficer@gmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ipl.complianceofficer@gmail.com . The same will be replied by the company suitably.
6. Members who would like to ask questions on the items of business being considered at this EGM, may register themselves as a Speaker by sending their request from 13th August 2026 (9.00 a.m. IST) to 15th August ,2026 (5.00 p.m. IST) mentioning their name, DP ID and Client ID /folio number, email id, mobile number at: ipl.complianceofficer@gmail.com.
7. Those shareholders who have registered themselves as a Speaker, will only be allowed to ask questions relating to the items of business, during the meeting. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the EGM.

By the Order of the Board

For, Integrated Proteins Limited

Hiren Shah
Managing Director
Din: 09842161

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
("the Act")**

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item;

Item No. 1: Sub-division of Equity Shares:

The Equity Shares of the Company are presently having a face value of ₹10/- (Rupees Ten only) each. In order to improve liquidity of the Company's shares in the stock market and to make the shares more affordable and accessible to a wider investor base, it is proposed to sub-divide each Equity Share of ₹10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of ₹1/- (Rupee One only) each.

The sub-division of shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

The Record Date for the purpose of sub-division of shares shall be fixed by the Board of Directors of the Company in compliance with Regulation 42 of SEBI (LODR) Regulations 2015.

The sub-division of Equity Shares requires approval of the members under Section 61(1)(d) of the Companies Act, 2013.

The Board of Directors at its meeting held on 9th July, 2026 has approved the aforesaid proposal, subject to approval of the members and subject to approval from BSE Limited and other statutory authorities.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution except to the extent of their shareholding.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Ordinary Resolution.

Item No. 2 Alteration of Capital Clause of Memorandum of Association of the Company pursuant to sub-division.

Consequent to the proposed sub-division of Equity Shares of the Company, it is proposed to alter the Authorized Share Capital of the Company from ₹25,00,00,000 (Rupees Twenty Five Crore only) divided into 25,00,00,000 Equity Shares of ₹10/- each to ₹25,00,00,000 (Rupees Twenty Five Crore only) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of ₹1/- (Rupee One only) each. The alteration in Authorized Share Capital requires approval of members under Section 61 of the Companies Act, 2013.

Further, consequent to such alteration, Clause V (Capital Clause) of the Memorandum of Association of the Company is required to be altered in accordance with Section 13 of the Companies Act, 2013.

The Board of Directors at its meeting held on 9th July ,2026 has approved the aforesaid proposal, subject to approval of the members, subject to approval of split of share resolution and subject to approval from BSE Limited and other statutory authorities.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution except to the extent of their shareholding.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as Ordinary Resolution.

Item No.3 : Regularization of the appointment of Mr. Nitish Pratapray Mehta [DIN: 09555034] as a Non -Executive Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of directors of the company have appointed Mr. Nitish Pratapray Mehta [DIN: 09555034], as an Additional Non – executive Director with effect from 9th July ,2026 . According to the provision of Section 161 of the Companies Act, 2013 and the Article of Association of the company, he holds office as Director up to the date of ensuing Annual General Meeting or the extra ordinary general meeting whichever is earlier. Therefore, he is regularized as a Non-Executive & Non Independent Director (Professional category) from this extra ordinary General Meeting.

The Board recommends the resolution for approval of the shareholders as an ordinary resolution.

The disclosure in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided hereunder in Annexure-A.

Except Mr. Nitish Pratapray Mehta (DIN: 09555034), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

Item 4 : To Approve and regularise the appointment of Mr. Hiren Shah (DIN: 09842161) as Chairman and Managing Director of the Company:

Mr. Hiren Dhirajlal Shah (DIN: 09842161) was appointed as Chairman and Managing Director of the Company for a period of five years, i.e., from July 24,2026 to July 23, 2031, at the Board Meeting held on July 24,2026. .

The Nomination and Remuneration Committee (NRC) has recommended, and the Board of Directors of the Company has approved, the appointment of Mr. Hiren Shah (DIN: 09842161) as Chairman and Managing Director of the Company at their respective meetings held on July 24, 2026, for a term of

five years commencing from July 24, 2026 to July 23,2031 , pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members of the Company on such terms and conditions, including remuneration, as recommended by the NRC and approved by the Board of Directors of the Company.

In view of Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of the Members of the Company for the appointment of a person on the Board of Directors is obtained either at the next general meeting or within a period of three months from the date of such appointment, whichever is earlier. Accordingly, the appointment of Mr. Hiren Shah requires the approval of the Members of the Company at this Extra ordinary General Meeting("EGM") r in order to comply with the SEBI Listing Regulations.

Considering the background, experience and contributions , the appointment of Mr. Hiren Shah is appropriate and in the best interest of the Company.

The main terms and conditions relating to the appointment of Mr. Hiren Shah as Chairman and Managing Director of the Company are as follows:

A. Tenure:

Period of Five (5) years commencing from July 24, 2026 to July 23,2031.

B. Remuneration and Perquisites:

(i) Basic Salary:

Rs.96000 /- (Rupees Ninety Six Thousand) per annum.

(ii) Perquisites:

a) Housing:

Furnished residential accommodation or house rent allowance subject to a maximum of 50% of Basic Salary.

b) Special Allowances: Rs. 8000/- per annum;

c) Medical: Rs. 5000/- per annum; and

(iii) Contribution to Gratuity Fund:

Contribution to Gratuity Fund in accordance with the rules/policy formulated by the Company.

(iv) Leave:

Leaves in accordance with the Rules framed by the Company.

The annual increment, which will be effective from April 1 of each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee ("NRC"). The recommendation of the NRC will be based on the Company's and individual performance.

The aggregate remuneration payable to Mr. Hiren Shah as Chairman and Managing Director of the Company shall be within the maximum limits prescribed under the provisions of Sections 196, 197,

198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and shall be subject to the approval, if any, as required under the applicable provisions of the Act.

In the event the Company has no profits or its profits are inadequate during the tenure of five years of Mr. Hiren Shah appointment, the Company shall pay remuneration to Mr. Hiren Shah has determined from time to time by the Nomination and Remuneration Committee and the Board pursuant to the authority vested in them, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013, and such remuneration shall be treated as minimum remuneration payable to Mr. Hiren Shah in the absence of or inadequacy of profits, in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

The Nomination and Remuneration Committee and the Board of Directors consider the aforesaid remuneration commensurate with the duties and responsibilities of Mr. Hiren Shah.

C. General:

(i) Mr. Hiren Shah shall exercise such powers and perform duties as the Board shall, from time to time, determine and subject to directions and restrictions, from time to time, given and imposed by the Board.

(ii) Subject to the superintendence, control and direction of the Board of Directors of the Company, Mr. Hiren Shah shall be in charge of the general conduct and management of the whole business and affairs of the Company and shall carry out such functions, exercise such powers and perform such duties as the Board of the Company shall determine and entrust to him.

(iii) Mr. Hiren Shah shall throughout the said term, devote his full time, attention and abilities to the business of the Company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the Company and shall promote the interests of the Company.

iv) Mr. Hiren Shah shall adhere to the Company's Code of Conduct and ensure there is no conflict of interest with the Company and further ensure maintenance of required confidentiality.

(v) The office of Mr. Hiren Shah may be terminated by either party, by giving the other party three months' prior notice in writing stating the reasons for resignation or payment of three months' salary in lieu of the notice.

Mr. Hiren Shah satisfies the conditions set out in Part-I of Schedule V of the Act and also the conditions as set out in Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being appointed as Managing Director of the Company in terms of Section 164 of the Act read with applicable rules made thereunder and is not debarred to be re-appointed as Chairman and Managing Director by SEBI / MCA or any other statutory or regulatory authorities.

The statement containing additional information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is provided and the brief profile of Mr. Hiren Shah, including nature of expertise in specific functional areas and information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) issued by the Institute

of Company Secretaries of India regarding the Director proposed to be re-appointed is provided in "**Annexure - A**", which forms part of this Notice.

This explanatory statement may also be read and treated as written memorandum setting out the terms of appointment of Mr. Hiren Shah in compliance with the requirements of Section 190 of the Act.

None of the Directors or 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 of this Notice, except for Mr. Hiren Shah.

The Board of Directors recommend the 'Special Resolution' set out at Item No. 4 of the accompanying Notice for approval of the Members.

By the Order of the Board

For, Integrated Proteins Limited

Hiren Shah
Managing Director
DIN: 09842161

ANNEXURE – A

DETAILS OF DIRECTORS SEEKING REGULARISATION AT THE EXTRA--ORDINARY GENERAL MEETING (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Information as per Section II of Part II of Schedule V of the Companies Act, 2013:

Particulars	Mr. Nitish Pratapray Mehta	Mr. Hiren Dhirajlal Shah
DIN	09555034	09842161
Designation for which appointed	Non -executive director	Executive director
Age	51	38
Qualification	Graduate	BCA, LLB
Experience (including expertise in specific functional area) / Brief Resume	appointment) Mr. Nitish Mehta possesses experience in the areas of finance, accounting, corporate management, human resource management, strategic planning, business operations, administration, and corporate governance. Throughout the career, he has held key leadership and managerial positions in reputed organizations across various industries, where he has been instrumental in driving business growth, improving operational efficiency, and implementing robust financial and administrative systems.	Mr. Hiren holds a Bachelor of Computer Applications (BCA) degree and a Bachelor of Laws (LL.B.) degree from Saurashtra University. He possesses substantial experience in the areas of finance, accounting, business administration and corporate management. Over the years, he has been actively involved in financial planning, accounting and regulatory compliance matters and has acquired valuable expertise in financial management and strategic decision-making.
Terms and Conditions of Appointment	As per notice of EGM and explanatory statement	As per notice of EGM and explanatory statement
Remuneration last drawn (including sitting fees, if any)/proposed to be paid	NIL	NIL
Date of first appointment on the Board	July 9 , 2026	July 9 , 2026 as additional executive director and redesignated as Managing director on July 24, 2026 .
Shareholding in the Company as on June 30, 2026 .	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	NA	NA

Directorship held in other Companies	2	4
Chairmanship(s)/ Membership (s) of Committees of other Companies as on June 30, 2026.	NIL	NIL